

Edgar Filing: GEN RX INC - Form 10-Q/A

GEN RX INC  
Form 10-Q/A  
May 23, 2003

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

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FORM 10-Q/A-2

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 1996

COMMISSION FILE NUMBER 0-24496

GEN/RX, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

New York  
(State or other jurisdiction of  
Incorporation or organization)

11-2728666  
(I.R.S. Employer  
Identification No.)

600 Woodmere Boulevard, Woodmere, NY  
(Address of principal executive offices)

11598  
(Zip Code)

(516) 569-3800  
(Registrant's telephone number, including area code)

1776 Broadway, Suite 1900, New York, NY 10019  
Former Name, Former Address and Former Fiscal Year, if Changed since last Report

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

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS

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

Class -----	Outstanding at May 22, 2003 -----
Common Stock, par value \$0.004	20,878,711 shares

GEN/RX, INC.  
FORM 10-Q  
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## GEN/Rx, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands)  
(Unaudited)

	JUNE 30, 1996 -----	DECEMBER 31, 1995 -----
<b>ASSETS</b>		
Current assets:		
Cash		\$ 15
Accounts receivable, net of allowances		539
Inventories		24
Prepaid expenses and other current assets		4
Assets of discontinued operations AVP	\$ 201	1,059
Assets of AUSA		
Total current assets		1,641
Property, plant and equipment		352
Deposits and other assets		63
	----- \$ 201 =====	----- \$ 2,056 =====

LIABILITIES AND SHAREHOLDERS' EQUITY

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Current liabilities:		
Notes payable - Apotex	\$ 4,321	\$ 3,563
Accounts payable		887
Accrued Expenses		480
Estimated liabilities of discontinued operations - AVP	714	1,447
	-----	-----
Total current liabilities	5,035	6,377
Shareholders' equity (capital deficiency):		
Common Stock	84	84
Additional capital	8,502	7,889
Accumulated deficit	(13,420)	(12,294)
	-----	-----
Total capital deficiency	(4,384)	(4,321)
	-----	-----
Total liabilities and equity (deficit)	\$ 201	\$ 2,056
	=====	=====

The accompanying notes are an integral part of these statements.

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GEN/Rx, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except per Share Amounts)  
(Unaudited)

	SIX MONTHS ENDED JU 1996
	-----
Loss from discontinued operations until suspension of operating activities	\$ (976)
Estimated loss on disposition	(150)
	-----
Net (loss)	\$ (1,126)
	=====
Net (loss) per share of Common Stock from discontinued operations	\$ (.05)
Net (loss) per share of Common Stock	\$ (.05)
Weighted average number of common shares outstanding	20,879

The accompanying notes are an integral part of these statements.

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GEN/RX, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)  
(Unaudited)

	SIX MONTHS ENDED JUNE 30, 1996	1995
	-----	-----
Cash flows from operating activities:		
Net (loss)	\$ (1,126)	\$ (111)
Adjustments to reconcile net loss to net cash used in discontinued operations:		
Estimated loss on disposition	150	111
Changes in assets and estimated liabilities of discontinued operations	(1,670)	
	-----	-----
Net cash provided (used) by operating activities	(2,646)	0
	-----	-----
Cash flows from financing activities:		
Proceeds from advances - Apotex, USA	\$ 2,631	0
	-----	
Net cash provided (used) by financing activities	2,631	0
	-----	
Net (decrease) in cash	(15)	0
	-----	
Cash at beginning of period	15	-0-
	-----	
Cash at end of period	\$ 0	-0-
	=====	=====

The accompanying notes are an integral part of these statements.

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GEN/RX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 1996

THE COMPANY:

GEN/Rx, Inc. ("GEN/Rx" or the "Company"), was a holding company; the Company has had three subsidiaries: AUSA, Inc., a Delaware corporation ("AUSA"), American Veterinary Products, Inc., a Colorado corporation ("AVP"), and Collins Laboratories, Inc., a Colorado corporation ("Collins").

In light of the Company's continuing operating losses and use of cash, in

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February 1996, the Company retained the services of Hill Thompson Capital Markets, Inc. ("Hill Thompson"), an investment banking firm, to assist management in its efforts to identify steps and strategies to reduce losses, generate returns on the Company's assets and maximize shareholder values. Hill Thompson Capital Markets, Inc. recommended the sale of AUSA.

AUSA was a development-stage, generic pharmaceutical company.

Hill Thompson identified potential purchasers for AUSA, prepared a confidential descriptive memorandum and sought to solicit interest in AUSA on behalf of the Company. Hill Thompson was not successful in soliciting any interested parties.

The Company held an auction on June 28, 1996 to sell the 100 shares of AUSA common stock outstanding; all of such shares were subject to a perfected security interest in favor of Apotex USA, Inc. The auction was held at Hill Thompson's office at 437 Madison Avenue, New York, NY 10022; the minimum price was \$1,000,000 for the AUSA shares (See "Management Discussion and Analysis" below).

At the auction Apotex USA bid \$1,000,000 for the shares of AUSA. The Company and Apotex USA consummated the purchase with an effective date of July 1, 1996, promptly after the auction. Apotex USA was the only bidder at the auction. Although Apotex USA's acquisition of AUSA from the Company resulted in a reduction of the Company's indebtedness in favor of Apotex's USA, approximately \$4,000,000 of indebtedness remained outstanding after the sale of AUSA to Apotex USA.

Management discontinued the operations of AVP and laid-off substantially all of its personnel at its factory located at 1413 Duff Drive, Fort Collins, Colorado 80524 (the "Ft. Collins Property"). AVP's inventory of veterinary products is negligible.

The Larimer County (Colorado) District Court appointed a receiver for AVP, including the Ft. Collins Property; Jack Roberts acted as receiver. AUSA's products have been the source of almost all the revenue the consolidated group of which the Company is a member. All of the operations of AVP and AUSA are treated as discontinued operations.

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### BASIS OF PREPARATION:

The accompanying financial statements as at June 30, 1996 and for the six month periods ended June 30, 1996 and June 30, 1995 are unaudited; however, in the opinion of management of the Company such statements include all adjustments (consisting of normal recurring accruals) necessary to a fair statement of the information presented therein.

Pursuant to accounting requirements of the Securities and Exchange Commission applicable to quarterly reports on Form 10-Q, the accompanying financial statements and these notes do not include all disclosures required by generally accepted accounting principles for complete financial statements. Accordingly, these statements should be read in conjunction with the Company's most recent annual financial statements.

Results of operations for interim periods are not necessarily indicative of those to be achieved for a full year.

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

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### PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements include the accounts of AUSA, its parent GEN/Rx and GEN/Rx's other wholly-owned subsidiary, American Veterinary Products, Inc. ("AVP"). See "Company" above. References herein to the "Company" refer to AUSA, GEN/Rx and AVP, collectively.

### NOTES PAYABLE - APOTEX USA, INC.:

On January 2, 1996, Apotex USA, the majority shareholder and primary creditor of the Company, accelerated approximately \$3,500,000 of the outstanding indebtedness of the Company in favor of Apotex USA. The Company had failed to pay Apotex USA approximately \$1,000,000 of indebtedness when it was due on December 22, and, as a result, after a 10-day grace period, the Company's failure to pay that amount constituted an Event of Default under the existing lending arrangements between the Company, as borrower, and Apotex USA.

The Company and Apotex USA had entered into these lending arrangements under a Loan Agreement dated April 13, 1995 (the "Loan Agreement"). At that date, Apotex USA agreed to lend to the Company \$500,000 in the form of a term loan and up to \$2,000,000 in the form of a revolving loan. Both loans were evidenced by promissory notes and would have matured April 13, 1998. The Company has borrowed the entire line of credit. These loans bore interest at the rate of 1% over prime. Interest was payable on the first business day of each March, June, September and December, and the Company failed to pay certain accrued and unpaid interest when due. The Company secured repayment of these amounts by all of the assets of the Company, including AVP's plant in Fort Collins, Colorado. As additional consideration for the loans, the Company had issued in favor of Apotex USA, warrants to purchase the Company's common stock at a purchase price of \$1 per share at the rate of one share for each dollar of loan advanced. The warrants are exercisable for a period of three years.

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On November 29, 1995, the Company entered into an agreement with Apotex USA to amend the Loan Agreement. As amended, the Loan Agreement permitted Apotex USA, in its discretion, to advance sums in excess of the \$2,500,000 original loan amount, that were due December 22, 1995, but otherwise were treated as if they had been advanced pursuant to the Loan Agreement. The Company requested additional advances and Apotex USA advanced the Company approximately \$325,000 through December 31, 1995. The Company also agreed that failure to repay the amounts when due would constitute a default under the Loan Agreement. The Company also issued to Apotex USA a warrant to purchase an additional 813,783 shares of the Company's common stock, par value \$.004 per share, at an exercise price of \$.75 per share in connection with the amendment. The warrants have a term of three years.

At December 31, 1995, the Company was indebted to Apotex USA for an aggregate of \$3,563,000 including accounts payable converted to notes pursuant to the amendment of the loan agreement of \$447,000. Apotex USA accelerated the entire amount of indebtedness of the Company and its subsidiaries, which are jointly and severally liable for the debt, by a letter dated January 2, 1996. The Company continues to receive additional advances from Apotex USA. At June 30, 1996 the Company was indebted to Apotex USA for an aggregate of \$ 5,296,659 (before the sale of AUSA) including accounts payable converted to notes pursuant to the amendment of the loan agreement of \$ 747,423.

### LEGAL PROCEEDINGS:

Apotex USA sought and received the appointment of a receiver for AVP's plant in

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a proceeding in Larimer County, Colorado, on January 4, 1996. The order permits the receiver to exercise control over AVP's bank accounts, accounts receivable and inventory. As a result of the November 29 letter amendment to the Loan Agreement and the appointment of a receiver, AVP is not receiving any cash proceeds (See "Notes Payable-Apotex USA" above). The cash proceeds from the sale of goods are being held in trust by the receiver on behalf of Apotex USA pursuant to the terms of the Loan Agreement, as amended. In addition, the Company is a defendant in certain actions arising in the normal course of business. A motion for discharge of the receiver has been filed and is scheduled to be heard in late August 1996; there can be no assurance of the disposition of that motion.

The receiver has liquidated approximately \$200,000 of AVP's assets and is continuing to liquidate the Company's assets located at three locations in or near Ft. Collins, Colorado. None of the proceeds was paid to Apotex USA.

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In June 1995, the Company made a determination to suspend the operations of American Veterinary Products, Inc. indefinitely after concluding that the time, cost and other resources required to address certain regulatory problems set forth in a warning letter issued by the US Food, Drug and Cosmetic Act ("FDA"), continue production activities and prepare for a possible upgrade to the facility and equipment would be too great for it to pursue. In December 1995, management decided to discontinue the operations of AVP. In connection with the decision

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during the fourth quarter to dispose of AVP, the Company laid-off substantially all of its personnel at this facility.

The Company held an auction on June 28, 1996 to sell the 100 shares of AUSA common stock outstanding; all of such shares were subject to a perfected security interest in favor of Apotex USA, Inc. The auction was held at Hill Thompson's office at 437 Madison Avenue, New York, NY 10022; the minimum price was \$1,000,000 for the AUSA shares.

At the auction Apotex USA bid \$1,000,000 for the shares of AUSA. The Company and Apotex USA consummated the purchase with an effective date of July 1, 1996, promptly after the auction. Apotex USA was the only bidder at the auction. Although Apotex USA's acquisition of AUSA from the Company resulted in a reduction of the Company's indebtedness in favor of Apotex's USA, \$4,296,659 of indebtedness remains outstanding after the sale of AUSA to Apotex USA.

AUSA's products have been the source of almost all the revenue the consolidated group of which the Company is a member. All of the operations of AVP and AUSA are treated as discontinued operations.

The following should be read in conjunction with the Company's financial statements and the related notes thereto included elsewhere herein.

### FINANCING

The Company's current level of liquidity and capital resources is not sufficient to fund operations.

The Company and Apotex USA had entered into lending arrangements under a Loan Agreement dated April 13, 1995 (the "Loan Agreement"). Apotex USA lent the

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Company \$500,000 in the form of a term loan and \$2,000,000 in the form of a revolving loan. Both loans were evidenced by promissory notes and would have matured April 13, 1998. The Company has borrowed the entire line of credit, and the aggregate indebtedness of \$2,500,000 is outstanding. These loans bear interest at the rate of 1% over prime. Interest was payable on the first business day of each March, June, September and December, and the Company failed to pay certain accrued and unpaid interest when due. The Company secured repayment of these amounts by all of the assets of the Company and its subsidiaries, including AVP's plant in Fort Collins, Colorado. As additional consideration for the loans, the Company had issued in favor of Apotex, warrants to purchase the Company's common stock at a purchase price of \$1 per share at the rate of one share for each dollar of loan advanced. The warrants have a term of three years.

On November 29, 1995, the Company entered into an agreement with Apotex USA to amend the Loan Agreement. As amended, the Loan Agreement permitted Apotex USA, in its discretion, to advance sums in excess of the \$2,500,000, original loan amount, that were due December 22, 1995, but otherwise were treated as if they had been advanced pursuant to the Loan Agreement. The Company requested additional advances and Apotex USA advanced the Company approximately \$325,000 through December 31, 1995. The Company agreed that failure to repay the amounts when due would constitute a default under the Loan Agreement. The Company also issued to Apotex USA a warrant to purchase an additional 813,783 shares of the Company's

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common stock, at an exercise price of \$.75 per share in connection with the amendment. The warrants have a term of three years.

The Company's failure to pay the amounts due December 22, 1995 constituted an Event of Default under the Loan Agreement and Apotex USA accelerated the entire amount of indebtedness (approximately \$3,500,000) of the Company and its subsidiaries, which are jointly and severally liable for the debt, by a letter dated January 2, 1996. The entire amount of the indebtedness on June 30, 1996 equaled \$5,296,659 (before the sale of AUSA) all of which is due and payable.

In addition, pursuant to the Loan Agreement, as amended, accounts receivable of AUSA has been assigned to Apotex USA and collections thereof are being deposited into the bank accounts of Apotex USA. The Company lacks the liquidity needed to carry on any ongoing business.

Each of AUSA, Gen/Rx and AVP is jointly and severally liable for the entire amount of the indebtedness in favor of Apotex USA. The sale of AUSA reduced the outstanding amount of the debt owed by the Company but did not forgive it.

### PART II - OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

##### LEGAL PROCEEDINGS:

See "Legal Proceedings" above.

The receiver caused AVP to commence an action against John DeTemple, former president and director of the Company and AVP, in the U.S. District Court for the Eastern District of New York. The suit sought payment of invoices in an aggregate amount of approximately \$105,000 for orders placed with AVP by J.D.T., Inc. d/b/a American Veterinary Pharmaceuticals, an entity which management believes to be owned by Mr. DeTemple.



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### ITEM 3. DEFAULT UPON SENIOR SECURITIES

#### NOTES PAYABLE - APOTEX USA:

The Company has been in default on its indebtedness in favor of Apotex USA since at least January 2, 1996. The entire amount of indebtedness is due and payable. At June 30, 1996 the Company was indebted to Apotex USA for an aggregate of \$5,296,659 (before the sale of AUSA) including accounts payable converted to notes pursuant to the amendment of the loan agreement of \$747,423. The company is jointly and severally liable for the entire amount, with AUSA and AVP.

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

- (a) Exhibits: None
- (b) Reports on Form 8-K:

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The Company filed a current report on Form 8-K dated July 10, 1996 reporting under Item 2, "Acquisition or Disposition of Assets".

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#### SIGNATURE

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

GEN/RX, INC.  
(Registrant)

/S/ JACK MARGARETEN

May 22, 2003

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JACK MARGARETEN, CHIEF FINANCIAL  
OFFICER

#### CERTIFICATIONS

I, Jack Margareten, certify that:

1. I have review this quarterly report on Form 10-Q of GEN/Rx, 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; and
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.

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Dated: May 22, 2003

/s/Jack Margareten

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Jack Margareten  
Acting President, Chief Executive  
Officer and Chief Financial Officer