

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

SOI INDUSTRIES INC

CIK: **814920** | IRS No.: **592158586** | State of Incorpor.: **DE** | Fiscal Year End: **0630**
Type: **8-K/A** | Act: **34** | File No.: **001-12572** | Film No.: **96688333**
SIC: **2430** Millwood, veneer, plywood, & structural wood members

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 4, 1996

MILLENNIA, INC.

(Exact name of registrant as specified in its charter)

Commission file number 1-12572

Delaware 59-2158586
(State of Incorporation) (IRS Employer Identification No.)

16910 Dallas Parkway, Suite 100, Dallas, Texas 75248
(Address of principal executive offices) (Zip Code)

(972) 248-1922
(Registrant's telephone number, including area code)

S.O.I. INDUSTRIES, INC.
(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

Index to financial statements of business acquired:

- F-1 Independent Auditors' Report
- F-2 Historical Summary of Revenue and Direct Operating Expenses for the Nine Months Ended September 30, 1996 and the Year Ended December 31, 1995
- F-3 Notes to Historical Summary of Revenues and Direct Operating Expenses for the Nine Months Ended September 30, 1996 and the Year Ended December 31, 1995

(b) Pro forma financial information.

Index to pro forma financial information:

- F-6 Introduction to Pro Forma Financial Information
- F-7 Pro Forma Consolidated Condensed Balance Sheets as of September 30, 1996 (unaudited)
- F-8 Pro Forma Consolidated Statements of Operations for the Fiscal Year Ended June 30, 1996 (unaudited)
- F-9 Pro Forma Consolidated Statements of Operations for the Three Months Ended September 30, 1996 (unaudited)
- F-10 Notes to Unaudited Pro Forma Consolidated Financial Statements

(c) Exhibits.

MILLENNIA, INC.
(formerly known as S.O.I. Industries, Inc.)

PROPERTIES ACQUIRED NOVEMBER 4, 1996

Historical Summary of Revenues and Direct Operating Expenses for the
Nine Months Ended September 30, 1996 and the Year Ended December 31, 1995

	NINE MONTHS ENDED SEPTEMBER 30, 1996 -----	YEAR ENDED DECEMBER 31, 1995 -----
OIL AND GAS SALES	\$ 514,764	\$ 500,253
DIRECT OPERATING EXPENSES	415,194 -----	366,013 -----
NET REVENUES	\$ 99,570 =====	\$ 134,240 =====

See Notes to Historical Summary

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MILLENNIA, INC.
(formerly known as S.O.I. Industries, Inc.)

PROPERTIES ACQUIRED NOVEMBER 4, 1996

NOTES TO HISTORICAL SUMMARY

1. BASIS OF PRESENTATION

The accompanying Historical Summary of Revenues and Direct Operating Expenses relates to the operations of the oil and gas properties acquired by Millennia, Inc. (formerly known as S.O.I. Industries, Inc.) (Company) on November 4, 1996. The properties were acquired in exchange for \$100,000 in cash; approximately \$150,000 in restricted securities of the Company; and a promissory note for the balance of approximately \$1,600,000 collateralized by the acquired properties and 750,000 shares of Digital Communications Technology Corporation common stock. Revenues are recorded when oil and gas is produced and direct operating expenses are recorded when the related liability is incurred. Direct operating expenses include lease operating expenses and production taxes. Depreciation and amortization of oil and gas properties and general and administrative expenses have been excluded from operating expenses in the accompanying historical summary because the amounts would not be comparable to those resulting from proposed future operations.

The Historical Summary was prepared for the purposes of complying with the financial statement requirements of a business acquisition to be filed on Form 8-K/A as promulgated by Regulation S-B Item 3-10 of the Securities Exchange Act of 1934.

2. OIL AND GAS RESERVE DATA (UNAUDITED)

The following estimates of proved oil and gas reserves for the acquired properties were prepared by the Company in accordance and with guidelines established by the Securities and Exchange Commission and the Financial Accounting Standards Board, which require that reserve reports be prepared under existing economic and operating conditions with no provision for price and cost escalation, except by contractual agreement. Proved reserves are based upon subjective engineering

judgments and may be affected by the limitations inherent in such estimation. The process of estimating reserves is subject to continual revision as additional information becomes available as a result of drilling, testing, reservoir studies and production history. There can be no assurance that such estimates will not be materially revised in subsequent periods. All of the reserves are located onshore in the continental United States.

The following table sets forth the proved oil and gas reserves for the acquired properties at September 30, 1996 and December 31, 1995, together with the changes therein:

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MILLENNIA, INC.
(formerly known as S.O.I. Industries, Inc.)

PROPERTIES ACQUIRED NOVEMBER 4, 1996

NOTES TO HISTORICAL SUMMARY

	(BBLs) -----	Oil and Natural Condensate Gas (MCF) -----
Proved reserves:		
Balance at January 1, 1995	161,000	1,398,000
Revisions of previous estimates	35,000	(22,000)
Production	(18,000)	(126,000)
	-----	-----
Balance at December 31, 1995	178,000	1,250,000
Revisions of previous estimates	53,000	137,000
Production	(17,000)	(81,000)
	-----	-----
Balance at September 30, 1996	214,000 =====	1,306,000 =====
Proved developed reserves at:		
December 31, 1995	178,000 =====	1,079,000 =====
September 30, 1996	199,000 =====	1,134,000 =====

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Reserves (Unaudited):

The standardized measure of discounted future net cash flows at September 30, 1996 and December 31, 1995 relating to proved oil and gas reserves is set forth below. The assumptions used to compute the standardized measure are those prescribed by the Financial Accounting Standards Board, and as such, do not necessarily reflect the Company's expectations of actual revenues to be derived from those reserves nor their present worth. The limitations inherent in the reserve quantity estimation process are equally applicable to the standardized measure computations since these estimates are the basis for the valuation process.

	SEPTEMBER 30, 1996 -----	<C> DECEMBER 31, 1995 -----
Future cash flows	\$ 6,900,000	\$ 5,503,000
Future production costs	(3,869,000)	(3,031,000)
Future development costs	(65,000)	(25,000)
	-----	-----
Future net cash flows, before income tax	2,966,000	2,447,000
Future income tax expenses	-	-
	-----	-----
Future net cash flows	2,966,000	2,447,000
10% discount to reflect timing of net cash flows	(1,121,000)	(945,000)
	-----	-----
Standardized measure of discounted future net cash flows	\$ 1,845,000 =====	\$ 1,502,000 =====

</TABLE>

MILLENNIA, INC.
(formerly known as S.O.I. Industries, Inc.)

PROPERTIES ACQUIRED NOVEMBER 4, 1996

NOTES TO HISTORICAL SUMMARY

Changes in Standardized Measure of Discounted Future Net Cash Flows
Relating to Proved Reserves:

	Nine Months Ended September 30, 1996 -----	<C> Year Ended December 31, 1995 -----
Standardized measure, beginning of period	\$ 1,502,000	\$ 1,378,000
Revisions:		
Net change in sales price, net of production costs	64,000	159,000
Revisions of quantity estimates	324,000	121,000
Accretion of discount	150,000	138,000
Changes in timing, future development and other	(95,000)	(160,000)
Sales, net of production costs	(100,000)	(134,000)
	-----	-----
Standardized measure, end of period	\$ 1,845,000 =====	\$ 1,502,000 =====

</TABLE>

(unaudited)

The following unaudited pro forma consolidated condensed balance sheet of the Company is derived from the consolidated balance sheet as of September 30, 1996, adjusted to give effect for the acquisition of certain oil and gas properties pursuant to an asset purchase and sale agreement dated November 4, 1996, as if the acquisition had been consummated at the balance sheet date. The historical consolidated statements of operations of the Company for the year ended June 30, 1996 and for the three months ended September 30, 1996 have been adjusted to give effect for the acquisition as if the acquisition had been consummated on July 1, 1995.

The pro forma consolidated condensed balance sheet and statements of operations have been prepared based on estimates and assumptions deemed by management of the Company to be appropriate and do not purport to be indicative of the results of operations which would have been obtained if the acquisition had occurred as presented in such statements, or which may be obtained in the future. The pro forma consolidated balance sheet and statements of operations should be read in conjunction with the historical consolidated financial statements and notes thereto included in the Company's Annual Report of Form 10-KSB for the year ended June 30, 1996 and the Company's Quarterly Report on Form 10-QSB for the three months ended September 30, 1996, which have been filed with the Securities and Exchange Commission.

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MILLENNIA, INC. AND SUBSIDIARIES
(formerly known as S.O.I. Industries, Inc.)
PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEETS
AS OF SEPTEMBER 30, 1996
(unaudited)

	Millennia Historical	Pro Forma Adjustments	<C>	<C> Combined Pro Forma
	-----	-----		-----
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 53,232	\$		\$ 53,232
Marketable securities	198,188			198,188
Accounts receivable, net	77,849	15,689	(5)	93,538
Inventories	99,188			99,188
Prepaid expenses and other	224,779			224,779
	-----	-----		-----
Total current assets	653,236	15,689		668,925
Property, plant and equipment, net	14,744			14,744
Oil and gas properties		1,850,000	(1)	1,850,000
Investment in Digital Communications Technology Corporation	1,374,439			1,374,439
Other assets	76,805			76,805
	-----	-----		-----
Total assets	\$ 2,119,224	\$ 1,865,689		\$ 3,984,913
	=====	=====		=====
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 96,218	\$ 100,000	(2)	\$ 196,218
Current portion of note payable	-	-		-
	-----	-----		-----
Total current liabilities	96,218	100,000		196,218
	-----	-----		-----
Note payable	-	1,615,689	(3)	1,615,689
	-----	-----		-----
Stockholders' equity:				
Preferred stock, par value \$0.00001 par value; 10,000,000 shares authorized,				

120,000 Series A shares outstanding		1	(4)	1
Common stock, par value \$0.0002;				
50,000,000 shares authorized, 2,152,949				
shares outstanding	417			417
Additional paid-in capital and other	6,674,873	149,999	(4)	6,824,872
Accumulated deficit	(4,652,284)			(4,652,284)
	-----	-----		-----
Total stockholders' equity	2,023,006	150,000		2,173,006
	-----	-----		-----
Total liabilities and stockholders' equity	\$ 2,119,224	\$ 1,865,689		\$ 3,984,913
	=====	=====		=====

</TABLE>

See notes to pro forma consolidated financial statements

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MILLENNIA, INC. AND SUBSIDIARIES
(formerly known as S.O.I. Industries, Inc.)
PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
for the year ended June 30, 1996
(unaudited)

	Millennia Historical	Historical Year Ended December 31, 1995	Pro Forma Adjustments	Combined Pro Forma
	-----	-----	-----	-----
Net revenues	\$ 623,978	\$ 500,253	\$ 74,974	\$ 1,199,205
	-----	-----	-----	-----
Operating expenses:				
Cost of goods sold	374,740			374,740
Oil and gas direct operating expenses		366,013	91,831 (6a)	457,844
Selling	49,667			49,667
General and administrative	1,372,254		55,200 (7)	1,427,454
Depreciation and depletion	5,211		165,447 (8)	170,658
	-----	-----	-----	-----
Total operating expenses	1,801,872	366,013	312,478	2,480,363
	-----	-----	-----	-----
(Loss) income from operations	(1,177,894)	134,240	(237,504)	(1,281,158)
Other (expense) income:				
Interest expense	(12,414)		(185,000) (9)	(197,414)
(Loss) gain from sale of marketable securities	(143,524)			(143,524)
(Loss) gain from sales of securities of affiliated company	(511,426)			(511,426)
Equity in earnings of affiliated company	160,255			160,255
	-----	-----	-----	-----
Loss from continuing operations before income taxes	(1,685,003)	134,240	(422,504)	(1,973,267)
Income tax Benefit	756,608			756,608
	-----	-----	-----	-----
Loss from continuing operations	\$ (928,395)	\$ 134,240	\$ (422,504)	\$ (1,216,659)
	=====	=====	=====	=====
Net loss per share from continuing operations	\$ (0.54)	\$ 0.08	\$ (0.25)	\$ (0.71)
	=====	=====	=====	=====

</TABLE>

See notes to pro forma consolidated financial statements

MILLENNIA, INC. AND SUBSIDIARIES
 (formerly known as S.O.I. Industries, Inc.)
 PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
 for the three months ended September 30, 1996
 (unaudited)

	Millennia Historical -----	Historical Nine Months Ended September 30, 1996 -----	Pro Forma Adjustments -----	Combined Pro Forma -----
Net revenues	\$ 130,165	\$ 514,764	\$ (369,935)	(6b) \$ 274,994
Operating expenses:				
Cost of goods sold	96,832			96,832
Oil and gas direct operating expenses		415,194	(304,666)	(6b) 110,528
Selling	11,669			11,669
General and administrative	251,468		13,800	(7) 265,268
Depreciation and depletion	1,212		34,038	(8) 35,250
Total operating expenses	361,181	415,194	(256,828)	519,547
(Loss) income from operations	(231,016)	99,570	(113,107)	(244,553)
Other (expense) income:				
Interest and other income	29,759		(44,000)	(9) (14,241)
Gains on sales of securities	11,129			11,129
Loss from continuing operations before income taxes	(190,128)	99,570	(157,107)	(247,665)
Income tax benefit	1,429			1,429
Loss from continuing operations	\$ (188,699)	\$ 99,570	\$ (157,107)	\$ (246,236)
Net loss per share from continuing operations	\$ (0.09)	\$ 0.05	\$ (0.08)	\$ (0.12)

</TABLE>

See notes to pro forma consolidated financial statements

- (1) Adjustment to reflect total purchase price paid for working interests in several oil and gas properties acquired by the Company's 100% owned subsidiary, Doblige Energy Corporation, from Magnum Hunter Production, Inc. ("Magnum"). The purchase price consisted of \$100,000, paid on November 20, 1996, a \$1,615,689 promissory note and 120,000 shares of the Company's newly-issued Series A preferred stock (convertible into 120,000 shares of the Company's common stock).
- (2) This adjustment reflects the portion of the purchase price paid on November 20, 1996.
- (3) This adjustment reflects the promissory note payable to Magnum Hunter Production, Inc. The note bears annual interest at 12% with payments due monthly beginning December 1, 1996. The monthly payments are to be paid out of 100% of the net oil and gas income, after lease operating expenses and monthly management fees due to a third party management company. Any remaining unpaid principal balance is due on November 1, 1999.
- (4) This adjustment reflects the issuance of 120,000 shares of the Company's Series A preferred stock as a part of the purchase price for the acquired oil and gas properties. The preferred stock is convertible into 120,000 shares of the Company's common stock. The value of the preferred stock issued was based on the thirty day average closing price of the Company's common stock, as traded on the American Stock Exchange, discounted by 25%. These preferred shares were subsequently converted into 120,000 shares of restricted (Rule 144) common stock on December 13, 1996.
- (5) The base purchase price of \$1,850,000 was increased by \$15,689 which represents the net underproduced and overproduced gas imbalances as of the acquisition date. This balance is essentially a timing difference in payments from the properties, and will be repaid out of the cash flow from the oil and gas properties. The promissory note balance was increased by the gas imbalances amount, and a corresponding receivable was established.
- (6) Adjustment to reflect the historical revenues and direct operating expenses of the acquired properties for the year ended June 30, 1996 and for the three months ended September 30, 1996 as if the working interests in the properties had been acquired on July 1, 1995.
 - (a) The pro forma adjustments for the year ended June 30, 1996 add the revenues and direct operating expenses for the six months ended June 30, 1996 and deduct the corresponding amounts for the six months ended June 30, 1995, which were included in the Historical Summary of Revenues and Direct Operating Expenses.
 - (b) The pro forma adjustments for the three months ended September 30, 1996 deduct the revenues and direct operating expenses for the six months ended June 30, 1996, which were included in the Historical Summary of Revenues and Direct Operating Expenses.

The information necessary for the pro forma adjustments has been obtained from historical financial information provided by Magnum.

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MILLENNIA, INC. AND SUBSIDIARIES
(formerly known as S.O.I. Industries, Inc.)
NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS, Continued
(unaudited)

- (7) This adjustment reflects additional general and administrative costs associated with production and maintenance services performed by outside service companies contracted by the Company. The Company expects to pay approximately \$4,600 per month for these services.
- (8) This adjustment reflects the depletion expense on the oil and gas properties, calculated using the full cost method.
- (9) This adjustment reflects interest expense associated with the financed portion of the acquired properties. See note (3) for information on the terms of the related promissory note.

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