

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

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FILER

UNITED VANGUARD HOMES INC /DE

CIK: **21221** | IRS No.: **112032899** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **10QSB** | Act: **34** | File No.: **000-05097** | Film No.: **99671089**
SIC: **6513** Operators of apartment buildings

Mailing Address
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GLEN COVE NY 11542

Business Address
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5167591188

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 September 30, 1997

/ / TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 0-5097

UNITED VANGUARD HOMES, INC.

(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware

11-2032899

(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification Number)

4 Cedar Swamp Road, Glen Cove, New York 11542

(Address of Principal Executive Offices)

(516) 759-1188

(Issuer's Telephone Number, Including Area Code)

N/A

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

Check whether the issuer: (1) 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 / / No / /

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: At March 31, 1999, there were outstanding 3,313,265 shares of the Registrant's Common Stock, \$.01 par value.

Transitional Small Business Disclosure Format:

Yes / / No /X/

FORM 10-QSB

INDEX

PART I. Financial Information: Page No.

Unaudited Consolidated Balance Sheets - September 30, 1997 and March 31, 1997.....2

Unaudited Consolidated Statement of Earnings Three Months Ended September 30, 1997 and 1996 and

Six Months ended September 30, 1997 and 1996	4
Unaudited Consolidated Statement of Stockholders' Deficiency	
Six Months Ended September 30, 1997.....	5
Unaudited Consolidated Statement of Cash Flows	
For the Six Months Ended September 30, 1997 and 1996.....	6
Notes to Unaudited Consolidated Financial Statements.....	7
Management's Discussion and Analysis of Plan of Operation.....	9
PART II. Other Information:	
Exhibits and Reports on Form 8-K.....	11
Signatures.....	12

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

ASSETS

<TABLE>
<CAPTION>

	September 30, 1997	March 31, 1997
	----	----
CURRENT ASSETS		
<S>	<C>	<C>
Cash	\$ 57,202	\$ 202,924
Accounts receivable, less allowance for doubtful accounts of \$40,000	633,594	547,812
Due from affiliates, net	374,977	267,607
Prepaid expenses and other	237,626	518,393
	-----	-----
Total current assets	1,303,399	1,536,736
PROPERTY AND EQUIPMENT - NET	2,200,483	2,276,651
OTHER ASSETS		
Development fees	918,500	795,500
Restricted assets	108,352	99,600
Other assets	168,211	176,437
	-----	-----
	1,195,063	1,071,537
	-----	-----
	\$4,698,945	\$4,884,924
	=====	=====

</TABLE>

The accompanying notes are an integral part of these statements.

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

LIABILITIES AND STOCKHOLDERS' DEFICIENCY

<TABLE>
<CAPTION>

	September 30, 1997 ----	March 31, 1997 ----
CURRENT LIABILITIES		
<S>	<C>	<C>
Current portion of long-term debt	\$ 385,179	\$ 264,918
Accounts payable	548,555	487,758
Accrued expenses	652,822	660,084
Public Offering Costs	539,000	587,000
Income taxes payable	174,713	190,749
	-----	-----
Total Current Liabilities	2,300,269	2,190,509
RESIDENT SECURITY DEPOSITS	287,315	284,526
LONG-TERM DEBT, less current portion	6,144,408	6,334,265
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIENCY		
Preferred stock \$.001 par value; 1,000,000 shares authorized; none issued and outstanding		
Common stock, \$.01 par value; authorized, 14,000,000 shares; issued and outstanding, 3,308,850 shares and 3,320,950 shares, September 30, 1997 and March 31, 1997, respectively	33,089	33,210
Additional paid-in capital	6,995,847	7,043,226
Accumulated deficit	(11,061,983)	(11,000,812)
	-----	-----
	(4,033,047)	(3,924,376)
	-----	-----
	\$ 4,698,945	\$ 4,884,924
	=====	=====

</TABLE>

The accompanying notes are an integral part of these statements.

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF EARNINGS

<TABLE>
<CAPTION>

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	1997 ----	1996 ----	1997 ----	1996 ----
Operating Revenues:				
<S>	<C>	<C>	<C>	<C>
Resident Services	\$ 1,158,478	\$ 1,273,472	\$ 2,353,688	\$ 2,521,231
Health care services	699,696	672,805	1,386,012	1,316,820
Management Fees	30,000	--	60,000	--
Development fees	38,000	53,960	123,000	138,960
	-----	-----	-----	-----
	1,926,174	2,000,237	3,922,700	3,977,011
Operating Expenses:				
Residence operating expenses	1,495,771	1,494,188	3,030,074	2,975,415
General and administrative	277,209	154,131	542,969	308,143
Depreciation and amortization	68,946	68,356	136,176	137,956
Provision for loss on (Recovery of) advances to affiliates	(15,000)	(114,350)	(15,000)	42,494
	-----	-----	-----	-----
	1,826,926	1,831,025	3,694,219	3,464,008

Income from operations	99,248	169,212	228,481	513,003
Other Income (expense)				
Interest expense, net	(145,837)	(134,610)	(287,321)	(269,928)
Other income	17,189	95,291	29,779	116,146
Public Offering costs (loss) recovery	4,000	--	4,000	(156,466)
	-----	-----	-----	-----
Income before income taxes	(25,400)	129,893	(25,061)	202,755
Income Taxes	18,235	68,242	36,010	102,500
	-----	-----	-----	-----
NET INCOME (LOSS)	\$ (43,635)	\$ 61,651	(\$ 61,071)	\$ 100,255
	=====	=====	=====	=====
Earnings per share (loss)	(\$ 0.01)	\$ 0.03	(\$ 0.02)	\$ 0.04
Common shares and equivalents outstanding	3,308,932	2,240,950	3,305,161	2,239,475

The accompanying notes are an integral part of these statements.

4

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
SIX MONTHS ENDED SEPTEMBER 30, 1997

<TABLE>
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	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
Balance, March 31, 1997	3,320,950	\$33,210	\$7,043,226	\$ (11,000,812)	\$ (3,924,376)
Shares purchased and simultaneously retired	(19,600)	(196)	(69,804)		(70,000)
Investment in Vanguard Homes of N.J., Inc.				(100)	(100)
Shares issued as compensation	7,500	75	22,425		22,500
Net loss				(61,071)	(61,071)
	-----	-----	-----	-----	-----
Balance, September 30, 1997	3,308,850	\$33,089	\$6,995,847	\$ (11,061,983)	\$ (4,033,047)
	=====	=====	=====	=====	=====

</TABLE>

The accompanying notes are an integral part of these statements.

5

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED SEPTEMBER 30,

<TABLE>
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	1997 ----	1996 ----
Cash flows from operating activities:		
<S>	<C>	<C>
Net income	\$ (61,071)	\$ 100,255
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	134,730	137,959
Common stock issued for services	22,500	2,781
Deferred income taxes	--	6,600
Debt Conversion expense	--	156,466
Changes in operating assets and liabilities:		
Accounts receivable, advances and other receivables	(85,781)	593,095
Prepaid expenses	288,995	(16,744)
Other assets	2,256	--
Development fees	(123,000)	(477,822)
(Decrease) in due to affiliates	(107,370)	(100,000)
Accounts payable	60,797	(13,937)
Accrued expenses 106,072	(55,262)	106,072
Income taxes payable	(16,036)	44,892
Resident security deposits	2,789	(1,001)
	-----	-----
Net cash provided by operating activities:	63,547	538,616
	-----	-----
Cash flows used in investing activities:		
Investment in VHNJ	(100)	--
Purchases of property and equipment	(52,592)	(57,208)
	-----	-----
	(52,692)	(57,208)
	-----	-----
Cash flows from financing activities:		
Proceeds from borrowings on mortgages and notes payable	75,000	500,000
Principal repayments of mortgages and notes payable	(152,825)	(208,892)
Common stock purchased and simultaneously retired	(70,000)	--
Proceeds from exercised warrants	--	207,074
Increase in deferred costs	--	(491,883)
Restricted cash financing	(8,752)	--
	-----	-----
Net cash used financing activities	(156,577)	6,299
	-----	-----
NET INCREASE (DECREASE) IN CASH	(145,722)	487,707
Cash at beginning of period	202,924	210,245
	-----	-----
Cash at end of period	\$ 57,202	\$ 697,952
	=====	=====
Cash paid during the period for		
Interest	\$ 262,763	\$ 265,200
	=====	=====
Income taxes	\$ 43,077	\$ 51,000
	=====	=====
Schedule of noncash investing and financing activities:		
Capital leases for furniture and equipment	\$ --	\$ 47,591
Debt converted to equity	--	\$ 1,305,000
	-----	-----
	\$ --	\$ 1,352,591
	=====	=====

</TABLE>

The accompanying notes are an integral part of these statements.

The accompanying consolidated balance sheet as of March 31, 1997 and September 30, 1997, the related consolidated statements of earnings and cash flows for the three-month periods ended September 30, 1997 and 1996, and the statement of stockholders' deficiency for the six-month period ended September 30, 1997 have been prepared by the management of United Vanguard Homes, Inc. (the "Company") without audit. In the opinion of management, all adjustments (which include only normal recurring accrual adjustments) necessary to present fairly the financial position and results of operations as of and for the six months ended September 30, 1997 have been made.

Certain information and footnote disclosures, normally included in financial statements prepared in accordance with generally accepted accounting principles, have been condensed or omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended March 31, 1997. The results of operations for the period ended September 30, 1997 are not necessarily indicative of the operating results expected for a full year.

Note B - Stockholders' Equity

Convertible Debt

In March 1996, the Company offered the convertible mortgage holders and noteholders the option to convert, through April 30, 1996, to shares of common stock at a price of \$3.75 instead of prices ranging from \$6.67 through \$7.22. In April 1996, 347,996 common shares were issued in connection with the offer. As a result of the offer, the Company issued 167,877 additional shares upon conversion, the fair value of which, \$156,466, has been recorded as debt conversion expense in the accompanying consolidated statement of operations for the three months ended June 30, 1996.

Stock Option Plan

In June 1996, the Company adopted the 1996 Outside Directors' Stock Option Plan (the "Directors' Plan"), which provides for the grant of options to purchase common stock of the Company to non-employee directors of the Company. The Directors' Plan authorizes the issuance of a maximum of 90,000 shares of common stock.

The Directors' Plan is administered by the Board of Directors. Under the Directors' Plan, each non-employee director elected after April 1, 1996 will receive options for 3,000 shares of common stock upon election. To the extent that shares of common stock remain available for the grant of options under the Directors' Plan, each year on April 1, commencing April 1, 1997, each non-employee director will be granted an option to purchase 1,800 shares of common stock. The exercise price per share for all options granted under the Directors' Plan will be equal to the fair market value of the common stock as of the date preceding the date of grant. All options vest in three equal annual installments -- beginning on the first anniversary on the date of the grant.

Prior to the adoption of the Directors' Plan, options had been issued to outside directors, of which options to purchase ____ shares were outstanding at September 30, 1997.

7

Employment Agreement

As of April 1, 1996, the Company entered into an employment agreement with the Company's President and Chief Operating Officer pursuant to which an annual base salary under the employment agreement is \$100,000. In June 1996, The President received a \$25,000 cash bonus and 3,000 shares of the Company's common stock fair valued at \$.93 per share.

Note C - Contingencies

An affiliate of Vanguard Ventures, Inc. ("Vanguard"), the Company's majority stockholder, was indebted under a first mortgage in the principal amount of \$4,081,000. The mortgage securing this loan provides that a default under such loan is a default under each of the Company's Hillside Terrace and Whitcomb Tower Mortgages. Therefore, a potential Vanguard default on this affiliate's loan could result in the foreclosure of Hillside Terrace and

Health care and senior living facilities are areas of extensive and frequent regulatory change. Changes in the laws or new interpretations of existing laws can have a significant effect on methods of doing business, costs of doing business and amounts of reimbursement, from governmental and other payors. The Company at all times attempts to comply with all applicable fraud and abuse laws; however, there can be no assurance that administrative or judicial interpretation of existing laws or regulations will not have a material adverse effect on the Company's operations or financial conditions.

Note D - Promissory Note

In August 1996, the Company received a \$450,000 installment loan from State Bank of Long Island. The principal is payable in 36 equal installments plus interest at prime plus 1 1/2 percent.

In September 1997, the Company received \$75,000 on a promissory note payable to State Bank of Long Island. The principal is payable in one installment, due November 8, 1997, with interest at prime plus 1 1/2 percent.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF PLAN OF OPERATION

Six Months Ended 1996 vs. 1997

Revenues

Net revenues of the Company represent its gross consolidated revenues, less charitable and Supplementary Social Security Income discounts.

Net revenues decreased by \$54,000, or 1 percent, from \$3,977,000 in the 1996 period to \$3,923,000 in the 1997 period. The primary cause was a reduction in Resident Services Revenues which decreased by \$167,000, or 7 percent, from \$2,521,000 in the 1996 period to \$2,354,000 in the 1997 period. The decrease was a result of a reduction in occupancy due to a temporary moratorium on admissions at one of the Company's facilities. From January to October 1997, Olds Manor was subject to a moratorium on admissions in the Home for the Aged due to the allegation that certain services being rendered were beyond the scope of the facility's Home for the Aged License. As a consequence of the moratorium, occupancy dropped from 95 percent, as of March 31, 1996, to 63 percent, as of September 30, 1997.

Healthcare services revenues increased by \$69,000, or 7 percent, from \$1,317,000 in the 1996 period to \$1,386,000 in the 1997 period. The increase was a result of higher rates.

Management fees of \$60,000 were earned this period on a contract which began October 1, 1996. Developments decreased by \$16,000 or 11 percent, from \$139,000 in the 1996 period to \$123,000 in the 1997 period. These fees are expected to be lower this year since they are based on a 1995 development agreement which is substantially completed.

Residence Operating Expenses

Residence operating expenses include all retirement and healthcare center operating expenses, including, among other things, payroll and employments costs, food, utilities, repairs and maintenance, insurance, and property taxes.

Residence operating expenses increased by \$55,000, or 2 percent, from \$2,975,000 in the 1996 period to \$3,030,000 in the 1997 period. The increase is mainly attributable to salary increases.

General and Administrative Expenses

General and administrative expenses include all marketing costs, as well as the general and administrative expenses incurred at the Company's principal executive offices. General and administrative expenses include, among other things, administrative salaries, rent, utilities, insurance, and related expenses.

General and administrative expenses increased by \$235,000, or 76 percent,

from \$308,000 in the 1996 period to \$543,000 in the 1997 period. The increase is primarily attributable to an increase in personnel costs and an increase in overhead associated with the Company's attempted public offering and plans to expand its development projects.

9

Provision for Recovery on Advances to Affiliates

During the six months ended September 30, 1996, the Company recorded a net recovery of Advances to Affiliates aggregating \$15,000 as compared to a net loss of \$43,000 in the 1996 period. The variance is a function of net funds paid out or received from the Company's parent (Vanguard) and affiliated companies. Future recoveries are anticipated as Vanguard liquidates some of its properties.

Interest Expense, Net

Interest expense, net, increased by \$17,000, or 6 percent, from \$270,000 in the 1996 period to \$287,000 in the 1997 period. The increase is primarily attributable to interest on an installment loan received in August 1996 (see Note D).

Debt Conversion Expense

The Company offered its debtholders an inducement in the form of a reduced conversion price on its then outstanding debt. As a result of such inducement, an aggregate of \$1,305,000 of the Company's debt was converted into 347,996 shares of the Company's Common Stock effective April 1, 1996. As a result of such inducement, the Company issued 167,877 additional shares upon conversion, the fair value of which, \$156,466, has been recorded as debt conversion expense during the 1996 period.

Income Taxes

Income taxes decreased by \$66,000, or 65 percent, from \$102,000 in the 1996 period to \$36,000 in the 1997 period. The decrease is due to decline in Operating Income.

Three Months 1997 vs. 1996

The principal reasons for the changes in operations for the three months ended September 30, 1997 and 1996 are outlined in the discussion of the Six Months Results. No material items which adversely affected liquidity and the financial position occurred in the three-month period.

Liquidity and Capital Resources

Cash flow from operations was approximately \$63,000 in the 1997 period as compared to \$583,000 in the 1996 period. The change was primarily due to cash advances made to development projects and fees earned but not collected. In the 1996 period there was collected approximately \$680,000 on such advances. Conversely, in the 1997 period there were advances and fees earned but not collected of approximately \$190,000. The effect of this change was the principal cause of a \$343,000 increase in the working capital deficit as at September 30, 1997. Included in the deficiency of working capital are \$539,000 of remaining liabilities associated with the Company's unsuccessful public offering. Management is currently negotiating with these creditors for reductions in amounts charged and extended payment terms.

The Company's capital is not sufficient to fund its operating plans. Given the above, the Company is currently negotiating to sell a substantial portion of its operating and development properties. If such sales are successful, the Company would have adequate capital to fund future development projects. In addition, the Company has received a commitment letter from a financial institution to refinance substantially all of its outstanding mortgages. If the Company elects to pursue this financing alternative, the Company believes it will have adequate working capital.

10

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None during the quarter ended September 30, 1997.

Item 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit 11, Unaudited Computation of Earnings Per Share
Exhibit 27, Unaudited Financial Data Schedule

(b) Report on 8-K

No reports on Form 8-K were filed during this period.

11

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED VANGUARD HOMES, INC.

by: /s/ Carl G. Paffendor

Carl G. Paffendorf, Chairman of the Board

by: /s/ Paul D'Andrea

Paul D'Andrea, Vice President - Finance

Date: July 22, 1999

12

UNITED VANGUARD HOMES, INC. AND SUBSIDIARIES

UNAUDITED COMPUTATION OF EARNINGS PER SHARE

<TABLE>
<CAPTION>

For the Three Months Ended September 30, 1997

For the Six Months Ended September 30, 1997

	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net Income	(\$43,635)	3,308,932	(\$0.01)	(\$61,072)	3,305,161	(\$0.02)
Effect of Dilutive Securities						
Stock Options		28,080			28,080	
Diluted EPS						
Income available to common stock- holders plus assumed conversions	(\$43,635)	3,337,012	(\$0.01)	(\$61,072)	3,333,241	(\$0.02)

For the Three Months Ended September 30, 1996

For the Six Months Ended September 30, 1996

	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS						
Net Income	\$61,651	2,240,950	\$0.03	100,255	2,239,475	\$0.04
Effect of Dilutive Securities						
Stock Options		20,772			20,772	
Diluted EPS						
Income available to common stock- holders plus assumed conversions	\$61,651	2,261,722	\$0.03	\$100,255	2,260,247	\$0.04

</TABLE>

<TABLE> <S> <C>

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This schedule contains summary financial information extracted from the Company's Form 10-QSB for the quarter ended September 30, 1997 and is qualified in its entirety by reference to such financial statements.

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