

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

BIOSYS INC /CA/

CIK: **883076** | IRS No.: **942878645** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-19819** | Film No.: **98500939**
SIC: **2870** Agricultural chemicals

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported)
January 6, 1998

biosys, inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	0-19819 (Commission file number)	94-2878645 (I.R.S. Employer Identification No.)
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10015 Old Columbia Road, Suite H-120, Columbia, Maryland (Address of principal executive offices)	21046 (Zip Code)
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410-290-6267
(Registrant's telephone number, including area code)

This Current Report contains 7 pages.

Item 5. Other Events

On January 6, 1998, biosys, inc. and its wholly-owned subsidiaries, Crop Genetics International Corporation and AgriDyne Technologies, Inc. (collectively the "Debtors"), filed a Monthly Operating Report for the month ended November 30, 1997 with the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court").

Included in the Monthly Operating Report filed with the Bankruptcy Court are an unaudited condensed consolidated balance sheet as of November 30, 1997 and statements of operations for the Debtors for the month ended November 30, 1997 and eleven-month period ended November 30, 1997. Annexed hereto are the unaudited condensed consolidated balance sheet and statements of operations referred to above, and the notes thereto.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

biosys, inc.

Date: January 6, 1998

By: /s/ Michael R.N. Thomas

Michael R.N. Thomas
Vice President, Chief
Financial Officer and
Secretary/Treasurer

biosys, inc. and Subsidiaries
Unaudited Condensed Consolidated Balance Sheet
November 30, 1997

<TABLE>
<CAPTION>

	biosys	(CGI) Crop	Total Company Consol

<S><C>			
Current assets:			
Cash and equivalents	5,334,904		5,334,904
Restricted cash	551,472		551,472

Total cash & equivalents	5,886,376	0	5,886,376
Accounts receivable - trade	(1,375)	2,955	1,580
Accounts receivable - other	229,186		229,186
Prepays	31,013		31,013
Intercompany	(3,972,822)	3,972,822	0

Total current assets	2,172,378	3,975,777	6,148,155
Other assets	13,405	11,202	24,607

Total assets	2,185,783	3,986,979	6,172,762
=====			
Liabilities:			
Accrued expenses	1,202,874	19,950	1,222,824
Accrued compensation	76,744	5,092	81,836

Total current liabilities	1,279,618	25,042	1,304,660
Prepetition liabilities:			
Accounts payable	3,809,446	54,755	3,864,201
Accrued expenses	67,192	244,730	311,922
Accrued compensation	81,958	353,105	435,063
Long-term debt	1,394,982	2,322,852	3,717,834

Total Prepetition liabilities	5,353,578	2,975,442	8,329,020
Total liabilities	6,633,196	3,000,484	9,633,680
Shareholders' equity:			
Common stock	477,549		477,549
Paid in capital	81,216,945	64,965,951	146,182,896

1/1/97 deficit	(86,167,711)	(63,569,574)	(149,737,285)
Current year income/(loss)	25,804	(409,882)	(384,078)

Total equity	(4,447,413)	986,495	(3,460,918)
Total liab. & equity	2,185,783	3,986,979	6,172,762
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</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements

biosys, inc. and Subsidiaries
Unaudited Condensed Consolidated Statement of Operations
For the Month Ended November 30, 1997

<TABLE>

<CAPTION>

	biosys	(CGI) Crop	Total Company Consol

<S><C>			
Revenues:			
Product			
Kleentek			
BCS			
Intercompany			

Gross revenues			
Discounts			
Sales returns			

Net revenues			
Total cost of goods			

Gross profit			
Operating expenses	17,659	39	17,698

Operating income (loss)	(17,659)	(39)	(17,698)
Misc. income		6	6
Interest income	17,837		17,837
Interest expense			
Reorganization costs			
Loss on sale of assets			
Transaction gain/loss			

Total other inc (exp)	17,837	6	17,843

Net income (loss)	178	(33)	145

</TABLE>

See accompanying notes to unaudited condensed consolidated financial statements

biosys, inc. and Subsidiaries
 Unaudited Condensed Consolidated Statement of Operations
 For the Eleven Months Ended November 30, 1997

<TABLE>
 <CAPTION>

	biosys	(CGI) Crop	Total U.S.	BCS	Elim	Total Company Consol

<S><C> Revenues:						
Product	222,794		222,794			222,794
BCS				149,824	3,880	145,944

Gross revenues	222,794		222,794	149,824	3,880	368,738
Discounts	(49,174)		(49,174)			(49,174)
Sales returns	(13,878)		(13,878)			(13,878)

Net revenues	159,742		159,742	149,824	3,880	305,686
Total cost of goods	242,838		242,838	170,398	3,880	409,356

Gross profit	(83,096)		(83,096)	(20,574)	0	(103,670)
Operating expenses	1,196,884	37,888	1,234,772	118,223		1,352,995

Operating income (loss)	(1,279,980)	(37,888)	(1,317,868)	(138,797)		(1,456,665)
Other income (exp)						
Misc. income	7,116	184	7,300			7,300
Interest income	264,717		264,717			264,717
Interest expense	(23,604)	21,946	(1,658)			(1,658)
Reorganization costs	(1,318,189)	(394,124)	(1,712,313)			(1,712,313)
Gain on sale of assets	2,375,744		2,375,744	135,072		2,510,816
Transaction gain/loss				3,725		3,725

Total other inc (exp)	1,305,784	(371,994)	933,790	138,797		1,072,587

Net income (loss)	25,804	(409,882)	(384,078)	0	0	(384,078)
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See accompanying notes to unaudited condensed consolidated financial statements

Notes to Unaudited Condensed Consolidated Financial Statements

1. biosys, inc. (the "Company") and its wholly-owned subsidiaries, Crop Genetics International Corporation and AgriDyne Technologies, Inc. (collectively, the "Debtors"), filed for bankruptcy under Chapter 11 of the Bankruptcy Code on September 27, 1996, and are operating as debtors-in-possession pursuant to the federal bankruptcy laws. On January 17, 1997, the Debtors sold substantially all of their assets to Thermo Trilogy Corporation. The Debtors ceased the manufacture and sale of commercial products concurrent with this sale of assets. The proceeds of the Debtors' sale of assets will be distributed to the Debtors'

creditors in accordance with the priorities established under the bankruptcy laws and the Debtors do not expect that there will be any funds remaining for the Debtor's equity holders, whether preferred or common, after distribution to secured creditors, administrative and priority claimants, and unsecured creditors.

2. The accompanying unaudited condensed consolidated financial statements have been prepared using the historical cost basis of accounting. Any necessary adjustments to the historical cost basis due to the Debtors bankruptcy as described in note 1. above, including the application of the liquidation basis of accounting, have not been considered in the preparation of the unaudited condensed consolidated financial statements. These adjustments, if any, could be material to the Debtors' consolidated financial statements.

3. The accompanying unaudited condensed consolidated financial statements do not reflect all of the claims asserted against the Debtors by purported creditors in their bankruptcy cases, the allowance and/or priority of which the Debtors may challenge.

4. In light of the Company's status as a debtor-in-possession and the sale of substantially all the Debtors' assets on January 17, 1997, the Company has determined to cease filing periodic reports under Section 13(a) of the Securities Exchange Act of 1934. Rather, the Company has determined to file under cover of Form 8-K with the Securities and Exchange Commission (the "Commission") copies of all financial reports that the Debtors are required to file with the Bankruptcy Court and the United States Trustee and to report under cover of Form 8-K material developments relating to the distribution to creditors of amounts realized from the sale of the Debtors' assets, including the aggregate amounts and completion of such distributions. The Company currently has pending before the staff of the Commission a request not to recommend enforcement action to the Commission for the Company's implementation of the above modified reporting procedures in lieu of continued compliance with Section 13(a) of the Securities Exchange Act. No formal response has been received from the staff of the Commission relative to the Company's request.