

DYNEX CAPITAL INC  
Form 15-12G  
May 20, 2004

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OMB APPROVAL

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 1-09819

**DYNEX CAPITAL, INC.**

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(Exact name of registrant as specified in its charter)

Dynex Capital, Inc.

4551 Cox Road, Suite 300

Glen Allen, Virginia 23060-6740

(804) 217-5800

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(Address, including zip code, and telephone number, including area code,

of registrant's principal executive offices)

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**Series A 9.75% Cumulative Convertible Preferred Stock, \$.01 par value**

**Series B 9.55% Cumulative Convertible Preferred Stock, \$.01 par value**

**Series C 9.73% Cumulative Convertible Preferred Stock, \$.01 par value**

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(Title of each class of securities covered by this Form)

**Common Stock, \$.01 par value**

**Series D 9.50% Cumulative Convertible Preferred Stock, \$.01 par value**

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(Titles of all other classes of securities for which a duty to file reports

under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |    |                      |    |
|----------------------|----|----------------------|----|
| Rule 12g-4(a)(1)(i)  | x  | Rule 12h-3(b)(1)(i)  | x  |
| Rule 12g-4(a)(1)(ii) | .. | Rule 12h-3(b)(1)(ii) | .. |
| Rule 12g-4(a)(2)(i)  | .. | Rule 12h-3(b)(2)(i)  | .. |
| Rule 12g-4(a)(2)(ii) | .. | Rule 12h-3(b)(2)(ii) | .. |
|                      |    | Rule 15d-6           | .. |

Approximate number of holders of record as of the certification of notice date: none

Pursuant to the requirements of the Securities Exchange Act of 1934, Dynex Capital, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 20, 2004

By: /s/ Stephen J. Benedetti

Name: Stephen J. Benedetti

Title: Executive Vice President and Chief

Financial Officer

activities (129,767) (7,396) ----- CASH FLOWS FROM INVESTING ACTIVITIES: Purchase of office equipment -- (2,745) ----- Net cash provided by investing activities -- (2,745) ----- CASH FLOWS FROM FINANCING ACTIVITIES: Checks issued in excess of bank balance 13,498 (53,248) Stock issuance 159,823 40,000 Payments on capital lease obligations (3,246) (2,580) Change in payable to stockholder, officer (25,514) 25,969 ----- Net cash provided by financing activities 144,561 10,141 ----- Increase in cash 14,794 -- Cash, beginning of period 488 -- ----- Cash, end of period \$ 15,282 \$ -- =====

===== The accompanying notes are an integral part of the unaudited financial statements. 5 JURAK CORPORATION WORLD WIDE, INC. NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited) Note

1. Condensed Financial Statements: The condensed balance sheet as of November 30, 2005, the statement of operations for the three and six months ended November 30, 2005 and November 30, 2004, and the condensed statements of cash flows for the six month periods then ended have been prepared by the Company, without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows at November 30, 2005 and for all periods presented have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's May 31, 2005 audited financial statements included in the Company's Annual Report on 10-KSB. The results of operations for the interim three and six-month periods ended November 30, 2005 are not necessarily indicative of the operating results for the full year. Note 2. Inventories: Inventories consist of the following: November 30, May 31, 2005 2005 ----- Raw materials \$ 17,871 \$ 33,951 Finished goods 65,422 70,243 ----- Totals \$ 83,293 \$ 104,194

===== Note 3. Stockholders' Deficit: During the six months ended November 30, 2005 the Company sold 800,000 shares of common stock for \$159,823. Also, as discussed in Note 4 the Company received contributed capital of \$165,000 from the Company's CEO. In addition, on November 9, 2005 the Company issued 30,000 shares of common stock in exchange for marketing services valued at \$6,720. Note 4. Commitments and Contingencies: On August 4, 2005, the Company entered into an agreement with a consultant for financial consulting services. The agreement stipulates compensation of \$10,000 per month for the first 3 months. After 3 months compensation is calculated at 20% of new business generated and capped at \$10,000 per month. The agreement also calls for a stock component where the Company's CEO and the Company agree to sell 750,000 and 4,250,000, respectively, shares of common stock to the consultant. The 750,000 shares were earned upon signing the agreement. The fair market value of the stock transferred of \$165,000 has been reflected in selling, general and administrative expenses for the six months ended November 30, 2005 and contributed capital as of November 30, 2005. The 4,250,000 shares of common stock will be earned based on revenue growth as follows: 6

END OF SALES PERIOD INCREASE IN SALES NUMBER OF SHARES EARNED -----  
 2/4/2006 \$ 1,000,000 850,000 8/4/2006 3,000,000 850,000 8/4/2007 6,000,000 850,000 8/4/2008 12,000,000 850,000 8/4/2010 24,000,000 850,000 Shares will be sold on a prorata basis for each period. Any shares not earned during a sales period will carryforward to the next sales period. Note 5. Company's Continued Existence: The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has sustained substantial accumulated losses totaling \$4,158,358. At November 30, 2005 the Company's current liabilities exceeded current assets by \$2,941,616. Management believes that with improved growth through new customers and continuing to lower operating expenses, the Company can achieve a positive cash flow. In addition, we may need to

raise additional capital to meet long term operating requirements. 7

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION** Statements made in this Form 10-QSB that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. The Company intends that such forward-looking statements be subject to the safe harbors for such statements. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond the control of the Company that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. The Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events. In addition, our business and operations are subject to substantial risks, which increase the uncertainty inherent in such forward-looking statements. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved. The Private Securities Litigation Reform Act of 1995 contains a safe harbor for forward-looking statements on which we rely in making such disclosure. In connection with this safe harbor we are hereby identifying important factors that could cause actual results to differ materially from those contained in any forward-looking statements made by or on our behalf. Any such statement is qualified by reference to the cautionary statements included in this Quarterly Report.

**OVERVIEW** Jurak Corporation World Wide, Inc., a Minnesota corporation, currently trades on the Over-the-Counter Bulletin Board under the symbol "JCWW". We are a product-focused company specializing in the herbal supplement industry and market. Our main product is the "Jurak Classic Whole Body Tonic", also known as JC Tonic, which is an herbal supplemental blend of thirty different ingredients comprised primarily of medicinal herbs. The Jurak Classic Whole Body Tonic was first developed in 1943 by Carl Jurak, the father of the founder of our company. The Jurak Classic Whole Body Tonic is marketed in a 42-ounce bottle; a 20-ounce bottle, and a 1 oz mono-dose packaged as 35 doses in a box; all of which constitute approximately 100% of the sales. We distribute our products through a network marketing system using independent distributors. Network marketing appeals to a wide cross-section of people, particularly those seeking to supplement income, start a home-based business or pursue entrepreneurial opportunities other than conventional full-time employment. We consider our attractive compensation plan and cash bonus pools to be attractive components of our network marketing system. We also believe that our network marketing system is ideally suited to market herbal supplement products because sales of such products are strengthened by ongoing personal contact between our distributors and their customers. Distributors are given the opportunity through sponsored events and raining sessions to network with other distributors, develop selling skills and establish personal goals. We supplement monetary incentives with other forms of recognition in order to further motivate and foster an atmosphere of excitement through our distributor network. We have obtained trademark protection for the name "JC Tonic" within the United States and within Canada. We also own the web sites [www.jurak.com](http://www.jurak.com), [www.jctonic.com](http://www.jctonic.com) and [www.tonicman.com](http://www.tonicman.com).

**RESULTS OF OPERATIONS** For the Three Month Period Ended November 30, 2005 Compared to the Three Month Period Ended November 30, 2004. We incurred a net loss of (\$242,497) during the three-month period ended November 30, 2005 compared to a net loss of (\$49,324) incurred during the three-month period ended November 30, 2004 (a decrease of \$193,173). During the three month period ended November 30, 2005, we generated \$356,494 in gross sales compared to \$499,396 in gross sales during the three month period ended November 30, 2004 (a decrease of \$142,902). Cost of sales decreased during the three month period ended November 30, 2005 to \$85,922 from \$106,026 for the same period during 2004 (a decrease of \$20,104). Therefore, during the three month period ended November 30, 2005, gross profit was \$270,572 compared to gross profit of \$393,370 during the three month period ended November 30, 2004 (a decrease of \$122,798).

8 During the three month period ended November 30, 2005, we incurred \$488,290 in selling, general and administrative expense compared to \$409,187 in selling, general and administrative expense incurred during the three month period ended November 30, 2004 (an increase of \$79,103). Selling, general and administrative expenses comprised our operating expenses and consisted of: (i) \$193,936 in selling expenses; and (ii) \$294,354 in general and administrative expenses. Interest expense of \$24,779

was incurred during the three month period ended November 30, 2005 compared to interest expense of \$33,507 during the same period in 2004. Therefore, during the three month period ended November 30, 2005, net loss was (\$242,497) compared to a net loss of (\$49,324) incurred during the three month period ended November 30, 2004. Our management anticipates that the profit margin will increase as we acquire new customers and continue to lower our cost of sales and selling, general and administrative expenses. As a result of the above, the Company's net loss for the three month period ended November 30, 2005 was approximately (\$242,497) or (\$0.007) per share. For the Six Month Period Ended November 30, 2005 Compared to the Six Month Period Ended November 30, 2004. We incurred a net loss of approximately (\$610,940) during the six-month period ended November 30, 2005 compared to a net loss of approximately (\$84,554) incurred during the six-month period ended November 30, 2004 (a decrease of \$526,386). During the six month period ended November 30, 2005, we generated \$763,461 in gross sales compared to \$1,272,855 in gross sales during the six month period ended November 30, 2004 (a decrease of \$509,394). Cost of sales decreased during the six month period ended November 30, 2005 to \$169,101 from \$291,390 for the same period during 2004 (a decrease of \$122,289). Therefore, during the six month period ended November 30, 2005, gross profit was \$594,360 compared to gross profit of \$981,465 during the six month period ended November 30, 2004 (a decrease of \$387,105). During the six month period ended November 30, 2005, we incurred \$1,153,370 in selling, general and administrative expenses compared to \$996,080 in selling, general and administrative expenses incurred during the six month period ended November 30, 2004 (a increase of \$157,290). Selling, general and administrative expenses comprised our operating expenses and consisted of: (i) \$397,406 in selling expenses; and (ii) \$755,964 in general and administrative expenses. Interest expense of \$51,930 was incurred during the six month period ended November 30, 2005 compared to interest expense of \$69,939 during the same period in 2004. Therefore, during the six month period ended November 30, 2005, net loss was (\$610,940) compared to a net loss of (\$84,554) incurred during the six month period ended November 30, 2004. Our management anticipates that the profit margin will increase as we acquire new customers and continue to lower our cost of sales and selling, general and administrative expenses. As a result of the above, the Company's net loss for the six month period ended November 30, 2005 was approximately (\$610,940) or (\$0.02) per share. LIQUIDITY AND CAPITAL RESOURCES Six Month Period Ended November 30, 2005 We have historically had more expenses and cost of sales than revenue in each year of our operations. The accumulated deficit as of November 30, 2005 was \$4,158,358, and current liabilities are in excess of current assets. Generally, we have financed operations to date through the proceeds of the private placement of equity and debt securities and the generation of sales revenue. In connection with our business plan, management anticipates that there may be additional increases in working expenses and capital expenditures relating to operating expenses. We intend to finance these expenses with further issuances of our securities and revenues from operations. Therefore, we expect we may need to raise additional capital and increase our revenues to meet long-term operating requirements. As of the six month period ended November 30, 2005, our current assets were \$107,133 and our current liabilities were \$3,048,749, which resulted in a working capital deficit of \$2,941,616. As of the six month period ended November 30, 2005, our total assets were \$172,967 consisting of: (i) \$15,282 in cash and cash equivalents; (ii) \$1,405 in accounts receivable; (iii) \$83,293 in inventories; (iv) \$7,153 in prepaid expenses; (v) \$35,544 in restricted cash; (vi) \$9,410 in deposits; and (vii) \$20,880 in net valuation of office furnishings and equipment. 9 As of the six month period ended November 30, 2005, our total liabilities were \$3,052,030 consisting of: (i) \$1,320,299 payable to stockholder/officer; (ii) \$1,150,736 in accrued royalties; (iii) \$251,450 in accrued compensation; (iv) \$298,917 in accounts payable; (v) \$9,889 in current and long-term capital lease obligation; and (vi) \$20,739 in checks issued in excess of bank balance. See " - Material Commitments" below. During the six month period ended November 30, 2005, net cash flows used in operating activities was (\$129,767) consisting primarily of a net loss of (\$610,940), which was adjusted by \$6,096 for depreciation, \$20,901 for inventory, \$45,137 in accounts payable, \$4,993 in prepaid expenses, and \$233,170 in accrued compensation and royalties and \$171,720 in consulting expense. During the six month period ended November 30, 2005, net cash flows used in or from investing activities was \$0. During the six month period ended November 30, 2005, net cash flows from financing activities was \$144,561 consisting primarily of \$159,823 in cash received for issuance of common stock, which was adjusted by (\$25,514) in payments on notes payable- stockholder and (\$3,246) in payments on capital lease obligations. PLAN OF OPERATION As of the date of this Quarterly Report, we have generated revenue from operations and continue to rely upon internally generated funds and advances, funds from the sale of shares of stock and loans from our shareholders and private investors to finance our operations and growth. Management anticipates a possible increase in operating expenses and capital

expenditures relating to its business operations. We may finance further expenditures with future issuances of our restricted common stock. We believe that potential sales revenues and any private placements of equity capital and debt financing, if successful, may be adequate to fund our operations over the next year. We may encounter business endeavors that require significant cash commitments or unanticipated problems or expenses that could result in a requirement for additional cash before that time. If we raise additional funds through the issuance of equity or convertible debt securities other than to current shareholders, the percentage ownership of our current shareholders would be reduced, and such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of potential marketing opportunities for its products, which could significantly and materially restrict our business operations. As of the date of this Quarterly Report, management believes that an estimated \$2,000,000 to \$5,000,000 is required over the next two years for payment of expenses associated with our ongoing business operations. Management believes that we can satisfy our cash requirements for approximately the next twelve months based on sales revenues, proceeds received from private placement offerings, and our ability to obtain advances or equity private placements from certain investors and other parties, as necessary. As of the date of this Quarterly Report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our business operations and material commitments. We must raise additional capital. We have not generated sufficient cash flow in the past to fund our operations and activities. Historically, we have relied upon internally generated funds, funds from the sale of shares of stock and loans from our shareholders and private investors to finance our operations and growth. Our future success and viability are entirely dependent upon our current management to generate revenues from our business operations and raise additional capital through further private offerings of our stock or loans from private investors. Management is optimistic that we will be successful in our capital raising efforts. There can be no assurance, however, that we will be able to generate sufficient revenues or raise additional capital. Our failure to successfully generate sufficient revenues and/or raise additional capital will have a material and adverse affect upon us and our shareholders.

**10 MATERIAL COMMITMENTS** In connection with our business operations, we incurred liability or borrowed funds pursuant to various contractual arrangements representing the following material commitments.

**Royalty Agreement** On approximately January 1, 1999, we and Jurak Holdings Limited, a corporation organized under the laws of the Province of Alberta and an affiliate of our Chief Executive Officer and a director (the "Jurak"), entered into an intellectual property license agreement (the "License Agreement"). Pursuant to the terms and provisions of the License Agreement, we are required to pay a minimum royalty fee of \$10,000 for fiscal year 1999, \$10,000 for fiscal year 2000, \$100,000 for fiscal year 2001, \$200,000 for fiscal year 2002, and \$500,000 for fiscal year 2003 and each calendar year thereafter during the first ten years of the License Agreement (the "Minimum Royalty Fee"). Furthermore, in addition to the Minimum Royalty Payment, we are required to pay a continuing royalty fee of 8 percent of the net sales price of all license products sold under the License Agreement (the "Continuing Royalty Fee") in excess of the minimum royalty fee. As of the date of this Quarterly Report, the amounts of the accrued royalties due and owing pursuant to the Minimum Royalty Fee and the Continuing Royalty Fee are \$750,000 and \$400,736, respectively.

**OFF-BALANCE SHEET ARRANGEMENTS** As of the date of this Quarterly Report, we do not have any off-balance sheet arrangements that have or are reasonably like to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with us is a party, under which we have: (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

**ITEM 3. CONTROLS AND PROCEDURES** We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer/Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. An evaluation was conducted under the supervision and with the participation of our management, including our Chief Executive Officer/Chief Financial Officer, of the effectiveness of the design and

operation of our disclosure controls and procedures as at November 30, 2005 pursuant to Rules 13a-15(b) and 15d-15(b) under the Exchange Act. Based on that evaluation, our Chief Executive Officer/Chief Financial Officer has concluded that our disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in Commission rules and forms. There has been no change in our internal control over financial reporting (as defined in Rules 13(a)-15(f) and 15(d)-15(f) under the Exchange Act) during the three month period ended November 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.** Not applicable.

**ITEM 2. CHANGES IN SECURITIES.** During the six month period ended November 30, 2005 the Company sold 800,000 shares of common stock for \$159,823.

**11 ITEM 3. DEFAULTS UPON SENIOR SECURITIES.** (a) Not Applicable. (b) Not Applicable.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.** Not Applicable.

**ITEM 5. OTHER INFORMATION.** Not Applicable.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.** (a) Exhibits. 31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934, Rule 13a-14(a) or 15d-14(a). 31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934, Rule 13a-14(a) or 15d-14(a). 32.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934, Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. 32.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934, Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (b) Reports on Form 8-K We have not filed Form 8-K during the quarter ended November 30, 2005.

**12 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.

**JURAK CORPORATION WORLD WIDE, INC.** Date: January 19, 2005 By: /s/ Anthony Carl Jurak  
----- Anthony Carl Jurak Chairman of the Board and Director Chief Executive Officer and Chief Financial Officer 13