

Edgar Filing: DCC ACQUISITION CORP - Form 10QSB

DCC ACQUISITION CORP  
Form 10QSB  
May 04, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-QSB

(Mark one)

XX

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

For the quarterly period ended March 31, 2001

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 2-90519

ProHealth Laboratories, Inc  
(Exact name of small business issuer as specified in its charter)

Nevada

59-2262718

(State of incorporation)

(IRS Employer ID Number)

211 West Wall Street, Midland, TX 70701-4556

(Address of principal executive offices)

(915) 682-1761

(Issuer's telephone number)

DCC Acquisition Corporation  
1201 Chester Industrial Parkway, Avon, Ohio 44011-1081

(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 X

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: April 30, 2001: 152,247



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Board of Directors and Shareholders  
ProHealth Laboratories, Inc.

We have reviewed the accompanying balance sheets of ProHealth Laboratories, Inc. (a Nevada corporation) as of March 31, 2001 and 2000 and the accompanying statements of operations and comprehensive income and cash flows for the three months ended March 31, 2001 and 2000. These financial statements are prepared in accordance with the instructions for Form 10-QSB, as issued by the U. S. Securities and Exchange Commission, and are the sole responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression on an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note A to the financial statements, the Company has no viable operations or significant assets and is dependent upon significant shareholders to provide sufficient working capital to maintain the integrity of the corporate entity. These circumstances create substantial doubt about the Company's ability to continue as a going concern and are discussed in Note A. The financial statements do not contain any adjustments that might result from the outcome of these uncertainties.

S. W. HATFIELD, CPA

Dallas, Texas  
April 23, 2001

Use our past to assist your future sm

P. O. Box 820395  
Dallas, Texas 75382-0395  
214-342-9635 (voice)  
800-244-0639

9002 Green Oaks Circle, 2nd Floor  
Dallas, Texas 75243-7212  
(fax) 214-342-9601  
SWHCPA@aol.com

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ProHealth Laboratories, Inc.  
Balance Sheets  
March 31, 2001 and 2000

(Unaudited)

2001                      2000

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	-----	-----
	Assets	
	-----	
Assets		
Cash on hand and in bank	\$    --	\$    --
	-----	-----
Total Assets	\$    --	\$    --
	=====	=====
	Liabilities and Shareholders' Equity	
	-----	
Liabilities		
Accounts payable - trade	\$  1,388	\$  1,185
	-----	-----
Total liabilities	1,388	1,185
	-----	-----
Commitments and contingencies		
Shareholders' Equity		
Common stock - \$0.0001 par value		
100,000,000 shares authorized		
152,247 and 145,640 shares issued		
and outstanding, respectively	15	15
Additional paid-in capital	811,182	805,782
Accumulated deficit	(807,585)	(806,982)
	-----	-----
Total Shareholders' Equity (Deficit)	(1,388)	(1,185)
	-----	-----
Total Liabilities and Shareholders' Equity	\$    --	\$    --
	=====	=====

The financial information presented herein has been prepared by management without audit by independent certified public accountants. See Accountant's Review Report. The accompanying notes are an integral part of these financial statements.

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ProHealth Laboratories, Inc.  
Statements of Operations and Comprehensive Income  
Three months ended March 31, 2001 and 2000

(Unaudited)

Three months ended March 31, 2001	Three months ended March 31, 2000
--	--

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Revenues	\$ --	\$ --
Expenses		
General and administrative expenses	105	222
Net Loss	(105)	(222)
Other Comprehensive Income	--	--
Comprehensive Income	\$ (159)	\$ (222)
Loss per weighted-average share of common stock outstanding, computed on Net Loss - basic and fully diluted	nil	nil
Weighted-average number of shares of common stock outstanding	152,247	145,640

The financial information presented herein has been prepared by management without audit by independent certified public accountants. See Accountant's Review Report. The accompanying notes are an integral part of these financial statements.

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ProHealth Laboratories, Inc.  
Statements of Cash Flows  
Three months ended March 31, 2001 and 2000

(Unaudited)

	Three months ended March 31, 2000	Three months ended March 31, 1999
	-----	-----
Cash Flows from Operating Activities		
Net Loss	\$ (105)	\$ (222)
Adjustments to reconcile net income to net cash provided by operating activities		
Increase in Accounts payable - trade	105	222
Net cash used in operating activities	--	--

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Cash Flows from Investing Activities	--	--
	-----	-----
Cash Flows from Financing Activities	--	--
	-----	-----
Increase (Decrease) in Cash and Cash Equivalents	--	--
Cash and cash equivalents at beginning of period	--	--
	-----	-----
Cash and cash equivalents at end of period	\$ --	\$ --
	=====	=====
Supplemental Disclosures of Interest and Income Taxes Paid		
Interest paid during the period	\$ --	\$ --
	=====	=====
Income taxes paid (refunded)	\$ --	\$ --
	=====	=====

The financial information presented herein has been prepared by management without audit by independent certified public accountants. See Accountant's Review Report. The accompanying notes are an integral part of these financial statements.

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ProHealth Laboratories, Inc.  
(formerly DCC Acquisition Corp.)

Notes to Financial Statements

Note A - Organization and Description of Business

ProHealth Laboratories, Inc. (Company) was originally incorporated on January 26, 1983 under the laws of the State of Florida as Datalink Systems, Inc. for the purpose of marketing electronic information processing systems to the medical and healthcare industries. As of December 31, 1986, the Company had closed this business operation.

The Company changed its corporate name to Datalink Capital Corporation in April 1987 and to Midland Capital Resources, Inc. in April 1991. Subsequent thereto, the Company forfeited its corporate charter in the State of Florida due to non-payment of various taxes and fees. In July 1997, the Company's corporate charter was reactivated with the State of Florida and changed its corporate name to Datalink Capital Corporation, effective September 24, 1997.

On December 29, 1998, the Company changed its State of Incorporation from Florida to Nevada by means of a merger with and into DCC Acquisition Corporation, a Nevada corporation formed solely for the purpose of effecting the reincorporation. The Articles of Incorporation and Bylaws of the Nevada corporation are the Articles of Incorporation and Bylaws of the surviving corporation. Such Articles of Incorporation did not change the capital structure of the Company and effectively changed the corporate name to DCC Acquisition

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Corporation.

In November 1999, in anticipation of a business combination transaction, the Company experienced a change in control. As a result of the change in control and the anticipated business combination transaction, the Company changed its corporate name to ProHealth Laboratories, Inc. Subsequently, the anticipated business combination transaction did not occur.

The Company has had no operations, assets or liabilities since 1989. Accordingly, the Company is dependent upon management and/or significant shareholders to provide sufficient working capital to preserve the integrity of the corporate entity at this time. It is the intent of management and significant shareholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. Through March 31, 2000, various Company shareholders have advanced approximately \$7,500 through direct payments for operating expenses on behalf of the Company.

The Company follows the accrual basis of accounting in accordance with generally accepted accounting principles and has a year-end of December 31.

During interim periods, the Company follows the accounting policies set forth in its annual audited financial statements filed with the U. S. Securities and Exchange Commission on its Annual Report on Form 10-KSB for the year ended December 31, 2000. The information presented within these interim financial statements may not include all disclosures required by generally accepted accounting principles and the users of financial information provided for interim periods should refer to the annual financial information and footnotes when reviewing the interim financial results presented herein.

In the opinion of management, the accompanying interim financial statements, prepared in accordance with the U. S. Securities and Exchange Commission's instructions for Form 10-QSB, are unaudited and contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations and cash flows of the Company for the respective interim periods presented. The current period results of operations are not necessarily indicative of results which ultimately will be reported for the full fiscal year ending December 30, 2001.

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ProHealth Laboratories, Inc.  
(formerly DCC Acquisition Corp.)

Notes to Financial Statements - Continued

Note A - Organization and Description of Business - Continued

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note B - Summary of Significant Accounting Policies

1. Cash and cash equivalents

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For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

2. Income Taxes  
-----

At March 31, 2001, as a result of the November 1999 change in control, the Company has a net operating loss carryforward for income tax purposes of approximately \$3,900. If this carryforward is not fully utilized, it will begin to expire in 2019. As of March 31, 2001 and 2000, respectively, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved.

3. Earnings (loss) per share  
-----

Basic earnings (loss) per share is computed by dividing the net income (loss) by the weighted-average number of shares of common stock and common stock equivalents (primarily outstanding options and warrants). Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method. The calculation of fully diluted earnings (loss) per share assumes the dilutive effect of the exercise of outstanding options and warrants at either the beginning of the respective period presented or the date of issuance, whichever is later. As of March 31, 2001 and 2000, respectively, the Company had no warrants and/or options outstanding.

Note C - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

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ProHealth Laboratories, Inc.  
(formerly DCC Acquisition Corp.)

Notes to Financial Statements - Continued

Note D - Income Taxes

The components of income tax (benefit) expense for the three months ended March 31, 2000 and 2000, respectively, are as follows:

	March 31, 2001	March 31, 2000
	-----	-----
Federal:		



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Current	\$	-	\$	-
Deferred		-		-
		-----		-----
		-		-
		-----		-----
State:				
Current		-		-
Deferred		-		-
		-----		-----
		-		-
		-----		-----
Total	\$	-	\$	-
		=====		=====

As of March 31, 2001, as a result of the November 1999 change in control, the Company has a net operating loss carryforward of approximately \$3,900 to offset future taxable income. Subject to current regulations, this carryforward will begin to expire in 2019. The amount and availability of the net operating loss carryforwards may be subject to limitations set forth by the Internal Revenue Code. Factors such as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of the carryforwards.

The Company's income tax expense for the years ended March 31, 2001 and 2000, respectively, are as follows:

	March 31, 2001	March 31, 2000
	-----	-----
Statutory rate applied to loss before income taxes	\$ (36)	\$ (75)
Increase (decrease) in income taxes resulting from:		
State income taxes	-	-
Other, including reserve for deferred tax asset	36	75
	-----	-----
Income tax expense	\$ -	\$ -
	=====	=====

Temporary differences, consisting primarily of statutory deferrals of expenses for organizational costs and statutory differences in the depreciable lives for property and equipment, between the financial statement carrying amounts and tax bases of assets and liabilities give rise to deferred tax assets and liabilities as of March 31, 2001 and 2000, respectively:

	March 31, 2001	March 31, 2000
	-----	-----
Deferred tax assets		
Net operating loss carryforwards	\$ 1,300	\$ 1,090
Less valuation allowance	(1,300)	(1,090)
	-----	-----
Net Deferred Tax Asset	\$ -	\$ -
	=====	=====

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ProHealth Laboratories, Inc.  
(formerly DCC Acquisition Corp.)

Notes to Financial Statements - Continued

## Note E - Common Stock Transactions

On October 22, 1999, effective November 1, 1999, the Company's Board of Directors approved and enacted a 1:10 reverse split of its Common Stock, \$0.0001 par value, with fractional shares rounded up to the nearest whole share. The accompanying financial statements reflect this action as of the first day of the first period presented.

(Remainder of this page left blank intentionally)

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## Part I - Item 2

Management's Discussion and Analysis of Financial Condition and Results of Operations

### (1) Caution Regarding Forward-Looking Information

This quarterly report contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Company or management as well as assumptions made by and information currently available to the Company or management. When used in this document, the words "anticipate," "believe," "estimate," "expect" and "intend" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company regarding future events and are subject to certain risks, uncertainties and assumptions, including the risks and uncertainties noted. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. In each instance, forward-looking information should be considered in light of the accompanying meaningful cautionary statements herein.

### (2) Results of Operations, Liquidity and Capital Resources

Discussion of Financial Condition  
-----

As of the date of this filing, the Company has no operations, assets or liabilities. Accordingly, the Company is dependent upon management and/or significant shareholders to provide sufficient working capital to preserve the integrity of the corporate entity at this time. It is the intent of management

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and significant shareholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. All expenses incurred during the quarters ended March 31, 2001 and 2000, respectively, related to general operating costs necessary to maintain the corporate entity.

The Company will remain illiquid until such time as a business combination transaction occurs, if ever. No prediction of the future financial condition of the Company can be made.

### Plan of Business

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#### General

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The Company intends to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential, irrespective of the industry in which it is engaged. However, the Company does not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

Pending negotiation and consummation of a combination, the Company anticipates that it will have, aside from carrying on its search for a combination partner, no business activities, and, thus, will have no source of revenue. Should the Company incur any significant liabilities prior to a combination with a private company, it may not be able to satisfy such liabilities as are incurred.

If the Company's management pursues one or more combination opportunities beyond the preliminary negotiations stage and those negotiations are subsequently terminated, it is foreseeable that such efforts will exhaust the Company's ability to continue to seek such combination opportunities before any successful combination can be consummated. In that event, the Company's common stock will become worthless and holders of the Company's common stock will receive a nominal distribution, if any, upon the Company's liquidation and dissolution.

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### Combination Suitability Standards

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In its pursuit for a combination partner, the Company's management intends to consider only combination candidates which are profitable or, in management's view, have growth potential. The Company's management does not intend to pursue any combination proposal beyond the preliminary negotiation stage with any combination candidate which does not furnish the Company with audited financial statements for at least its most recent fiscal year and unaudited financial statements for interim periods subsequent to the date of such audited financial statements, or is in a position to provide such financial statements in a timely manner. The Company will, if necessary funds are available, engage attorneys and/or accountants in its efforts to investigate a combination candidate and to consummate a business combination. The Company may require payment of fees by such combination candidate to fund the investigation of such candidate. In the event such a combination candidate is engaged in a high technology business, the Company may also obtain reports from independent organizations of recognized

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standing covering the technology being developed and/or used by the candidate. The Company's limited financial resources may make the acquisition of such reports difficult or even impossible to obtain and, thus, there can be no assurance that the Company will have sufficient funds to obtain such reports when considering combination proposals or candidates. To the extent the Company is unable to obtain the advice or reports from experts, the risks of any combined enterprise's being unsuccessful will be enhanced. Furthermore, to the knowledge of the Company's officers and directors, neither the candidate nor any of its directors, executive officers, principal shareholders or general partners:

- (1) will not have been convicted of securities fraud, mail fraud, tax fraud, embezzlement, bribery, or a similar criminal offense involving misappropriation or theft of funds, or be the subject of a pending investigation or indictment involving any of those offenses;
- (2) will not have been subject to a temporary or permanent injunction or restraining order arising from unlawful transactions in securities, whether as issuer, underwriter, broker, dealer, or investment advisor, may be the subject of any pending investigation or a defendant in a pending lawsuit arising from or based upon allegations of unlawful transactions in securities; or
- (3) will not have been a defendant in a civil action which resulted in a final judgement against it or him awarding damages or rescission based upon unlawful practices or sales of securities.

The Company's officers and directors will make these determinations by asking pertinent questions of the management of prospective combination candidates. Such persons will also ask pertinent questions of others who may be involved in the combination proceedings. However, the officers and directors of the Company will not generally take other steps to verify independently information obtained in this manner which is favorable. Unless something comes to their attention which puts them on notice of a possible disqualification which is being concealed from them, such persons will rely on information received from the management of the prospective combination candidate and from others who may be involved in the combination proceedings.

### Part II - Other Information

#### Item 1 - Legal Proceedings

None

#### Item 2 - Changes in Securities

None

#### Item 3 - Defaults on Senior Securities

None

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#### Item 4 - Submission of Matters to a Vote of Security Holders

The Company has held no regularly scheduled, called or special meetings of shareholders during the reporting period.

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Item 5 - Other Information

None

Item 6 - Exhibits and Reports on Form 8-K

Exhibits - None

Reports on Form 8-K - None

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SIGNATURES

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.

ProHealth Laboratories, Inc.

April 30 , 2001

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/s/ Glenn A. Little.

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Glenn A. Little  
President and Director