NUWAY ENERGY INC
Form 10QSB
May 20, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to ______________.

Commission File Number 33-43423

NUWAY ENERGY, INC.

(Exact name of small business issuer as specified in its charter)

DELAWARE	65-0159115
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

19100 Von Karman Ave, Ste 450
Irvine, CA 92612

(Address of principal executive offices)

(949) 553-8002

(Issuer's telephone number)

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 [X]   No [ ]

Number of shares outstanding of each of the issuer's classes of common equity, as of March 31, 2002: 5,178,783 shares of common stock, $0.00067 par value per share.

NUWAY ENERGY, INC. AND SUBSIDIARIES

REVIEW REPORT

AS OF MARCH 31, 2002

NUWAY ENERGY, INC. AND SUBSIDIARIES

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Accountants' Review Report

To the Board of Directors of:
NuWay Energy, Inc. and Subsidiaries

We have reviewed the accompanying consolidated balance sheets of NuWay Energy, Inc. and Subsidiaries as of March 31, 2002, and the related consolidated statements of operations, changes in stockholders equity and cash flows for the three months ended March 31, 2002, in accordance with the Statements for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of NuWay Energy, Inc.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of 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 in order for them to be in conformity with generally accepted accounting principles.

As discussed in Note 11 certain conditions indicates that the company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments to the financial statements that might be necessary should the company be unable to continue as a going concern.

The balance sheet for the year ended December 31, 2001 was audited by us and we expressed an opinion on it that was qualified as to the ability of the company to continue as a going concern, in our report dated April 10, 2002, but we have not performed any auditing procedures since that date.

Shubitz Rosenbloom & Co., P.A.

Miami, Florida
May 10, 2002

NUWAY ENERGY, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

ASSETS

	March 31, 2002	December 31, 2001
CURRENT ASSETS		
Cash and Cash Equivalents	$ 102,624	$ 440,827
Accounts Receivable, Net of $25,000 of Allowance for Doubtful Accounts	259,480	234,054
Inventory	462,991	475,291
Notes receivable Officers and Affiliates, Current Portion	400,000	-
Prepaid Expenses and Other Current Assets	106,888	156,958
Total Current Assets	1,331,983	1,307,130
PROPERTY AND EQUIPMENT - NET	2,289,053	2,360,135
OTHER ASSETS		
Accounts Receivable Long-Term, Net of Allowance For Doubtful Accounts of $150,000	436,000	450,000
Deposits	45,093	26,693
Notes Receivable - Officers and Affiliates Net of Current Portion	40,000	440,000
Other Assets	7,448	6,374
Total Other Assets	528,541	923,067
TOTAL ASSETS	$ 4,149,577	$ 4,590,332

LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2002	December 31, 2001
CURRENT LIABILITIES		
Accounts Payable and Accrued Expenses	$ 779,104	$ 985,776

Debentures Payable	300,004	2,400,004
Total Current Liabilities	1,079,108	3,385,780
COMMITMENTS AND CONTINGENCIES	-	-
Total Liabilities	1,079,108	3,385,780
STOCKHOLDERS' EQUITY		
Common Stock, $.00067 Par Value 15,000,000 Shares Authorized, 6,520,496 shares Issued 6,475,596 Shares Outstanding and 44,900 Shares held as Treasury Stock	4,370	3,402
Additional Paid-In Capital	15,949,507	15,137,225
Accumulated Other Comprehensive Income (Loss)	(503,834)	(544,539)
Retained Earnings (Deficit)	(12,252,570)	(13,264,532)
Treasury Stock, at cost	(127,004)	(127,004)
Total Stockholders' Equity	3,070,469	1,204,552
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 4,149,577	$ 4,590,332

Read accountants' review report and notes to financial statements.

NUWAY ENERGY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2001

AND FOR THE THREE MONTHS ENDED MARCH 31, 2002

	Common Stock				
	Number of Shares	Par Value $.00067	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit
BALANCE JANUARY 1, 2001	4,225,000	$ 2,831	$ 13,796,612	($560,326)	($6,612,0
ADJUSTMENT FOR FOREIGN CURRENCY TRANSACTIONS	-	-	-	15,787	-
STOCK ISSUED FOR SERVICES	187,500	126	405,524	-	-
REPRICING ON VARIABLE OPTION PLAN	-	-	(230,460)	-	-

TREASURY STOCK	-	-	-	-	-
CONVERSION OF DEBENTURES	666,283	446	1,165,549	-	-
NET (LOSS) FOR THE YEAR ENDED DECEMBER 31, 2001	-	-	-	-	(6,652,4
BALANCE DECEMBER 31, 2001	5,078,783	3,403	15,137,225	544,539	(13,264,5
COMPREHENSIVE (LOSS) FOR THE YEAR ENDED DECEMBER 31, 2001					
STOCK ISSUED FOR SERVICES	200,000	134	299,866	-	-
CONVERSION OF DEBENTURES	1,241,713	833	2,172,166	-	-
CANCELLATION OF WARRANTS	-	-	(1,659,750)	-	-
ADJUSTMENT FOR FOREIGN CURRENCY TRANSACTIONS	-	-	-	(40,705)	
NET INCOME FOR THE THREE MONTHS ENDED MARCH 31, 2002-	-	-	-	-	1,011,9
BALANCE MARCH 31, 2002	6,520,496	$ 4,370	$ 15,949,507	$ 503,834	$(12,252,5
COMPREHENSIVE INCOME (LOSS) FOR THE THREE MONTHS ENDED MARCH 31, 2002					

Read accountants' review report and notes to financial statements.

NUWAY ENERGY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2002 AND 2001

	2002	2001
Revenue		
Rental Income	$ 95,628	$ 148,335

Sales of Cigars	20,805	33,916
Oil Sales	143,822	-
Total Revenues	$ 260,255	$ 182,251
Cost and Expenses		
Selling, General & Administration	431,999	517,336
Depreciation, Depletion and Amortization	135,176	16,630
Cost of Cigar Sales	12,300	21,384
Expenses Associated With Stock Issued for Services	300,000	-
Oil and Gas Lease Operating Cost	28,958	-
Site Restoration Costs	6,272	-
Impairment Charges	-	194,419
Total Cost and Expenses	$ 914,705	$ 749,769
Operating Income (Loss)	(654,450)	(567,518)
Other Income (Expenses)		
Interest Income	6,653	54,796
Cancellation of Stock Warrants Previously Expensed	1,659,750	-
Net Other Income (Expenses)	1,666,403	54,796
Income (Loss) Before Income Taxes	1,011,963	(512,722)
Income Taxes (Provision) Benefit	-	(-)
Net Income (Loss)	$ 1,011,963	($512,722)
Earnings (Loss) Per Common Share and Common Share Equivalent Basic		
Common Share Equivalent Outstanding	5,407,502	4,221,600
Net Income (Loss) per share	$ .19	($.12)
Earnings (Loss) Per Common Share and Common Share Equivalent Fully Diluted		
Common Share Equivalent Outstanding	5,594,004	4,221,600
Net Income (Loss) per share	$ .17	($.12)

Read accountants' review report and notes to financial statements.

NUWAY ENERGY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2002 AND 2001

	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ 1,011,963	($512,722)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation, Depletion and Amortization	135,176	16,630
Issuance of Stock for Services & Interest	423,000	-
Asset Impairment Charges	-	194,419
Cancellation Warrants Recorded as Income	(1,659,750)	-
(Gain) Loss on Sale of Asset	-	34,022
Amortization of Deferred Debt Issuance Costs	-	16,125
Changes in Assets - (Increase) Decrease:		
Accounts Receivable	(11,426)	99,524
Prepaid Expenses and Other Current Assets	50,070	(5,545)
Inventory of Cigars	12,300	(15,204)
Changes in Liabilities - Increase (Decrease):		
Accounts Payable and Accrued Expenses	(206,673)	(51,127)
Net Cash Provided by (Used In) Operating Activities	(245,340)	(223,878)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds on Sale of Fixed Assets	-	165,303
Fixed Assets Increase and Other	(64,094)	21,059
Other Assets	(19,474)	(4,296)
Net Cash Provided By (Used In)Investing Activities	(83,568)	182,062
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of Debenture Holders	(50,000)	-
Net Cash (Used In) Financing Activities	(50,000)	-
Effect of Exchange Rate Changes on Cash and Cash Equivalents	40,705	882
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(338,203)	(40,930)
CASH AND CASH EQUIVALENTS - BEGINNING	440,827	4,422,715
CASH AND CASH EQUIVALENTS - ENDING	$ 102,624	$ 4,381,785

SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION:

Cash Paid During the Period for:		
Interest	$ 2,628	$ 1,715
Income Taxes, Foreign	$ -	$ -
Conversion of Debentures to Capital	$ 2,050,000	$ -

Read accountants' review report and notes to financial statement.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 1. Summary of Significant Accounting Policies

A Business and Organization

NuWay Energy Inc. (formerly Latin American Casinos, Inc.) is a Delaware corporation incorporated on September 19, 1991. In 1994, the company entered in the gaming and casino business, primarily in Peru and other Latin American countries renting casino type slot machines.

In 1994, the company formed a Peruvian subsidiary; in 1995, the company formed a Colombian subsidiary and in 1997, the company formed a subsidiary in Nicaragua that are in the gaming and casino business in Latin America (See Note 9C). The operations include the renting of casino slot machines as well as other gaming equipment to casino operators. The company had originally acquired in total approximately 8,000 slot machines and related parts. It had been the company's policy to capitalize all cost necessary to place the equipment on rental which included transportation, duty and refurbishing costs. In year 2001 as a result of deteriorating market conditions, obsolesance of the slot machines and a mandate by the Peruvian Government, a valuation of all gaming equipment was performed and as a result as further discussed in note 2, an asset impairment charge was recorded.

In September 1997, the company incorporated World's Best Rated Cigar Company (World) as a wholly owned subsidiary of NuWay Energy, Inc. to distribute quality cigars. Is was originally intended that the company would market premium cigars at "off price", and would acquire quality cigars from six South American producers and market them through large retail chains, initially on a consignment basis. The cigar operations have been slower than originally anticipated and as at December 31, 2001, the company had expended approximately $1,186,000 in regard to the cigar operations. Such expenditures have been included in the accompanying consolidated financial statements as follows:

Cash and cash Equivalents	$ 5,000
Accounts Receivable	8,000
Prepaid and Other Current Assets	35,000

Inventory	463,000
Fixed Assets, net of Accumulated Depreciation	35,000
Other Assets	3,000
Aggregate Accumulated Deficit	637,000
Total Investment	$ 1,186,000

In the year 2001 the company incorporated NuWay Resources, Inc., a Nevada Corporation and NuWay Resources of Canada, Ltd., a Canadian Company, both wholly owned subsidiaries of NuWay Energy, Inc. These corporations were formed to pursue opportunities in the oil and gas exploration industry, with its principal activity in the exploration, development and product of oil and gas properties in Western Canada.

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 1. Summary of Significant Accounting Policies (Continue)

B Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the company and its wholly-owned subsidiaries, Latin American Casinos Del Peru S.A. a Peruvian Corporation, Latin American Casinos of Colombia LTDA, a Colombian Corporation, World's Best Rated Cigars, Inc., Nuway Resources, Inc., a Nevada Corporation and Nuway Resource of Canada, Ltd., a Canadian Company.

All material inter-company transactions, balance and profits have been eliminated.

C Property and Equipment

Property and Equipment are stated at cost. Depreciation is provided on accelerated and straight-line methods over the estimated useful lives of the respective assets. Maintenance and repairs are charged to expense as incurred; major renewals and betterment's are capitalized. When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in the results of operations. Whenever there is a change in events or circumstances, the Company performed an impairment analysis by comparing the future undiscounted cash flows and if they are less than the carrying amount, an impairment charge is recorded to reduce the assets to its estimated fair value. In addition, the company periodically reviews the costs associated with undeveloped oil and gas properties and mineral rights to determine whether they are likely to be recovered, when such costs are not likely to be recovered, such costs are transferred to the depletable pool of oil and gas cost.

D Oil and Gas Operations

All of the company's exploration and development activities related to oil and gas are conducted jointly with others and accordingly the financial statements reflect only the Company's proportionate interest in such activities.

The net carrying cost of the company's oil and gas properties in producing cost centers is limited to an estimated recoverable amount. This amount is the aggregate of future net revenues from proved reserves and the costs of undeveloped properties, ___ net of impairment allowance, less future general and administrative costs, financing costs and income taxes. Future net revenues are calculated using year-end prices that are not escalated or discounted. For Canadian GAAP future net revenues are undiscounted, whereas, for U.S. GAAP future net revenues are discounted at 10%.

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2002

Note 1 Summary of Significant Accounting Policies (Continued)

D Oil and Gas Operations (Continued)

In conducting its ceiling test evaluation the Company followed generally accepted accounting standards which provided for a two-year exemption from write-down where the purchase price of reserves had been determined on a basis which provided a higher amount than the ceiling test value, and where the excess was not considered to represent a permanent impairment in the ultimate recoverable amount. If the two-year exemption had not been used, the Company would have taken a write-down of $817,000 based on prices at December 31, 2001 of $11.32 per bbl of heavy oil and $3.30 per Mmbtu of gas. The Company qualified for the exemption in connection of its acquisitions of resource properties in August and September of 2001.

Ceiling test calculations are based on the Company's reserve report prepared annually, on December 31, by McDaniel & Associates Consultants, LTD. and do not reflect current prices which at March 31, 2002 were $17.56 per bbl of heavy oil and $2.50 per mmbtu for gas.

Gains or losses are not recognized upon disposition of oil and gas properties unless crediting the proceeds against accumulated costs would result in a change in the rate of depletion of 20% or more.

Future site restoration cost for working interest properties are being provided on a unit of production basis. The provision is based on current cost of complying with existing legislation and industry practice for site restoration and abandonment. The estimated cost of abandoning carried interest wells are not included in future site restoration cost. This cost would be paid by the working interest partners and charged to the carried interest account.

E Revenue Recognition

Revenue is recognized monthly on the rental of slot machines as the slot machines are placed in service. Typical rental arrangements for slot machines are for one year or less in duration with constant rent income earned over the life of the lease. As a general rule the company does not incur any significant direct cost with the inception of the lease. All leasing expense, payroll and maintenance of equipment are charged to operations as incurred. Revenue on the sale of cigars are recorded when customer orders are shipped. The cost of cigar sales represents the direct cost of the product sold. The Company recognizes revenue on its working and royalty interest properties from the production of oil and gas in the period the oil and gas are sold, net of royalty payments due.

Revenue under carried interest agreements is recorded in the period when the net proceeds become receivable and collection is reasonably assured. Under the carried interest agreements the Company records oil and gas revenues net of operating and capital cost incurred by the working interest participants. The time the net revenues become receivable and collection is reasonably assured depends on the terms and conditions of the relevant agreements and the practices followed by the operator. As a result, net revenues may lag the production

Read accountants' review report.

Note 1 Summary of Significant Accounting Policies (Continued)

F Statement of Cash Flows

For purposes of this statement, the company considers all liquid investments purchased with an original maturity of three months or less to be cash equivalents.

G Income (Loss) Per Common Share

Basic earnings per common share and common share equivalents were computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Fully diluted earnings per share was calculated based on the assumption that the increase in the number of common shares assumed outstanding on conversion of debentures and excise of options and warrants are reduced by the number of common shares that are assumed to be purchased with the proceeds from the exercise of the options and warrants. During 2001 all warrants, stock options and underwriter's options (Note 4, 5, 6) were anti-dilutive, and excluded from the computation of basic and diluted earning (loss) per share. In year 2002 the computation of fully diluted earnings per share included warrants issued for services (note 4), investment banker warrants (note 5), incentive stock options (note 6) and convertible debentures (note 7). The publicly traded warrants were deemed to be anti-dilutive. The computation of fully diluted EPS, is as follows:

Income Available to Common Shareholders	$1,011,963
Weighted Average Shares Outstanding	5,407,502
Plus: Incremental Shares from Assumed conversion	
Warrants Issued for service (note 4)	256,410
Investment Banker Warrants (note 5)	102,692
Debentures (note 7)	103,541
Employee Incentive Stock Options	83,859
Adjusted Weighted Average Shares	5,594,004
Diluted Earnings Per Share	$ .17

In the future if all the convertible debt, warrants, stock options and underwriting options were exercised or converted future earnings per share could be diluted by 2,213,432 additional shares.

H Significant Concentration of Credit Risk

The company has concentrated its credit risk for cash by maintaining deposits in banks located within the same geographic region. The maximum loss that would have resulted from risk totaled $15,000 and $238,000 as of March 31, 2002 and December 31, 2001 for the excess of the deposit liabilities reported by the bank over the amounts that would have been covered by federal deposit insurance.

Read accountants' review report.

Note 1 Summary of Significant Accounting Policies (Continued)

I Use of Estimates

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, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used when accounting for uncollectible accounts receivable, obsolescence, equipment depreciation and amortization, taxes, among others.

J Foreign Currency Translation

For most international operations, assets and liabilities are translated into U.S. dollars at year-end exchange rates, and revenues and expenses are translated at average exchange rates prevailing during the year. Translation adjustments, resulting from fluctuations in exchange rates are recorded as a separate component of shareholders' equity, as other comprehensive income (loss).

K Inventories

Inventory of cigars and related material are stated at the lower of average cost or market. The company has in excess of one-year supply of cigar inventory but believes it can sell the entire inventory within one year.

L Valuation of Company's Stock Options and Warrants

As permitted under the Statement of Financial Accounting Standards No. 123 (SFAS No. 123), Accounting for Stock-Based Compensation, ___ the Company accounts for its stock-based compensation to employees in accordance with the provisions of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees. As such, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. Certain pro forma net income and EPS disclosures for employee stock options grants are also included in the notes to the financial statements as if the fair value method as defined in SFAS No 123 had been applied. Transactions in equity instruments with non-employees for goods or services are accounted for by the fair value method.

M Advertising

The company expenses all advertising cost as incurred. Included in the statement of operations is approximately $1,500 and $22,000 advertising expense charged to operations for the three months ended March 31, 2002 and 2001, respectively. Substantially all advertising expenses incurred were paid with barter transactions.

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 2. Property and Equipment

Property and Equipment are summarized as follows:

	March 31, 2002	December 31, 2001
Exploration and Development Equipment	$ 933,624	$ 933,624
Oil & Gas Properties At Cost	783,947	752,067
Land & Building (See Note 10)	35,000	35,000
Rental Equipment(See Note 10)	980,333	1,039,008
Furniture, Fixtures & Office Equipment	152,803	151,818
Transportation Equipment	2,943	2,862
Total	2,888,650	2,914,379
Less: Accumulated Depreciation	599,597	554,244
Property and Equipment - Net	$2,289,053	$ 2,360,135

The estimated useful lives of property and equipment, is as follows:

Rental Equipment	5-7 years
Special Use Buildings	10 years
Commercial Buildings	30 years
Furniture, Fixtures and Office Equipment	5-7 years
Transportation Equipment	5 years

Depletion is provided on cost accumulated in producing cost centers including production equipment using the unit of production method. For purposes of the depletion calculation, gross proved oil and gas reserves as determined by outside consultants are converted to a common unit of measure on the basis of their approximate relative energy content.

Included in Rental Equipment is approximately $70,000 of parts and supplies purchased or obtained from other machines previously disassembled for parts. In year 2001 as a result of market conditions and obsolescence the company reviewed all costs associated with its gaming equipment and recorded an impairment charge of $2,789,000 on gaming equipment.

Rent expense for the three months ended March 31, 2002 and 2001 were $35,000 and $20,000, respectively.

Read accountants' review report.

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NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 3. Notes Receivable - Stockholders and Affiliates

In October 2001 the company advanced loans to two companies controlled respectively by Todd Sanders (CEO) and William Bossung (COO) in the aggregate amount of $400,000 which is due in October 2006. Interest on these notes are payable quarterly and computed at the prime rate plus 1% (5.75% at March 31, 2002). Included in the statement of operations is $5,400 of accrued interest income on these notes. These shareholders and their affiliates have indicated that the notes will be repaid with all accrued interest by June 30, 2002. Accordingly these notes have been classified as a current asset in the accompanying financial statements.

In June 2001 the company advanced $40,000 to another officer. This note is due on the earlier of the officer's termination or June 2002 and is repayable as reductions of severance arrangements included in his employment contract (See Note 9B). Interest is payable quarterly and calculated at the prime rate plus 1%. Interest on this note has been paid through March 31, 2002. It is anticipated that the notes will be extended and has been classified as a non-current asset in the accompanying financial statement.

Note 4. Warrants and Options and Stock Issued for Services

As of March 31, 2002, the company has outstanding 1,725,000 five year publicly traded warrants that were issued as part of the company's initial public offering to purchase one share of the company's common stock at an exercise price of $3.00 by December 11, 2002. In December 2000 the board of directors authorized the issuance of an additional 3,300,000 private five year stock warrants to acquire common stock at $1.75 per share. The issuance of a portion (1,500,000) of these private warrants were part of an arrangement with two executive officers of the company who also received restricted shares of common stock aggregating 200,000 shares. Compensation was recorded on the arrangement equal to the market value of the restricted shares of common stock, $350,000. The remaining warrants were issued for service and were valued at $1,991,700 using the Black-Scholes option pricing model. This amount has been recorded in the statement of operations in year 2000. In year 2002 3,000,000 of the 3,300,000 warrants issued in year 2000 were cancelled and approximately $1,660,000 of corporation's expenses that was recorded in year 2000 was reversed in year 2002.

In year 2001 the company issued or was committed to issue 187,500 shares of stock for services. Expenses were recorded based on the value of the stock, which ranged from $2.51 per share to $1.98 per share, for a total consideration of $405,524. In January 2002 the company entered into a consulting engagement with Barnstable Energy, Inc for consulting services. The company issued 200,000 shares of common stock pursuant to there agreement and recorded compensation for services of $300,000.

Read accountants' review report.

Note 5. Investment Banker Warrants

Effective June 5, 1998, the company contracted with an investment banker to provide on a non-exclusive basis to the company assistance in possible mergers, acquisitions and internal capital structuring. The duration of the contract is for five years. In consideration for these services, the company granted warrants to purchase an aggregate of 225,000 shares of common stock at the closing bid price of $1.875 as of June 5, 1998, which can be exercised through June 5, 2003. Effective February 8, 2000, the Board of Directors reduced the exercise price to $1.06, which was the closing price of the stock at that date. These warrants are fully vested.

Note 6. Incentive Stock Option Plan

On June 13, 1994, the Board of Directors adopted the 1994 Stock Option Plan in which the aggregate number of shares for which options may be granted under the Plan shall not exceed 1,000,000 shares. The term of each option shall not exceed ten years from the date of granting (five years for options granted to employees owning more than 10% of the outstanding shares of the voting stock of the company). The 1991 plan became effective on September 30, 1991 and was terminated in March, 1999. The 1994 plan became effective on June 13, 1994 and will terminate in June, 2004, unless terminated earlier by action of the Board of Directors. In December, 1995, the company authorized the issuance under the 1994 Stock Option Plan of 492,500 options at an exercise price of $2.50 per share to various officers and employees. On March 6, 1997 the company authorized the issuance of an additional 415,000 options at an exercise price of $2.50 to various officers and employees. In June, 1999, the company increased the shares allocated to the plan to 1,500,000. Effective December 31, 1998, the company ratified the repricing of the employee stock options to $1.00 per share and simultaneously authorized the issuance of 85,000 options at an exercise price of $1.00 per share and canceled 10,000 options issued in 1995 at $2.50 per share. Effective February 2000 the company issued 35,000 options at an exercise price of $1.06 and in December 2000 the company issued 80,000 options at a $1.75 exercise price.

Read accountants' review report.

Note 6. Incentive Stock Option Plan (Continued)

Incentive Stock Options Outstanding

	Amount	Price Per Share
Options Outstanding at January 1, 2000	932,500	$ 1.00
Additional Options Issued	35,000	$ 1.06
Additional Options Issued	80,000	$ 1.75

Options Lapsed	(85,000)	$ 1.00
Options Exercised	(725,000)	$ 1.00
Options Outstanding at December 31, 2001 And March 31, 2002	237,500	

All outstanding warrants and non-qualified options and incentive stock options were exercisable at March 31, 2002.

The following table shows the years in which all of the company's options and warrants (as discussed in Notes 4, 5 and 6) will expire:

Year Ending December 31	Range Low	Range High	Number of Shares	Weighted Average Exercise Price
2002	$ 3.00	$ 3.00	1,725,000	$ 3.00
2002	1.00	1.00	172,500	1.00
2003	1.00	1.00	310,000	1.00
2004	-	-	-	-
Thereafter	1.06	1.75	415,000	1.74
Total			2,622,500	

The weighted average fair value of options granted during fiscal 2000 was $1.07 per share. All options were granted at an exercise price that equaled the market price. No options were granted in year 2001 and 2002.

The Company adopted the provisions of SFAS No. 123, Accounting for Stock Based Compensation, effective for fiscal year 1997 for all issuances of stock options to non-employees of the Company. The Company will continue to apply APB Opinion No. 25 (Opinion 25), Accounting for Stock Issued to Employees for all issuances stock options to its employees. In June 1999, the Company adopted the Financial Accounting Standards Board Interpretation Number 44, which requires re-priced options be re-measured for expenses based on the quarter end stock price. Expenses are also re-measured upon exercise for the options.

Read accountants' review report.

Note 7. Debentures

In December 2000, the company, through a private placement issued $3,500,000 principle amount of 6% Convertible Debentures. These debentures were due June 13, 2001 which had been subsequently extended to December 13, 2001 and are Convertible into common stock at an exercise price of $1.75 per share. The company incurred approximately $64,500 of costs in regard to this private placement and the debt issuance costs were amortized over the life of the debentures. Included as part of selling general and administration expenses in the statement of operations for the three months ended March 31, 2001 is $16,125 amortization of deferred debt issuance cost. The interest on the debentures is payable either in cash or in additional shares of common stock, at the discretion of the company. The conversion price of the debentures was determined by the approximate market value of the common stock at the date of issuance.

Prior to December 31, 2001 approximately $1,100,000 of debenture holders converted their debentures into common stock for the value of their debentures and the accrued interest of $66,000. At December 31, 2001 included in accounts payable was $144,000 of accrued interest on these debentures. Through March 31, 2002 an additional $2,050,000 of debentures holder's converted their debentures into company stock for the value of their debentures and accrued interest of $123,000. At March 31, 2002 included in accounts payable is $18,000 of accrued interest on the remaining debentures payable.

Note 8. Provision of Income Taxes

As of March 31, 2002 the company had available for income tax purposes unused net operating loss carry forwards which may provide future tax benefits of $9,655,000 expiring through the year 2016. No valuation allowance has been provided for unremitted foreign profits. No provision had been provided for deferred taxes in the accompanying financial statements. The current provision for taxes, of 382,000 was offset by net operating loss carry forwards.

Note 9. Commitments and Contingencies

A Litigation

The company is a defendant from time to time on claims and lawsuits arising out of the normal course of its business, none of which are expected to have a material adverse effect on its business, operations, financial position or corporate liquidity.

Read accountants' review report.

Note 9. Commitments and Contingencies (Continued)

B Employment Agreements

In January 1997, the company entered into a five year employment agreement with Lloyd Lyons which provided in part that in the event of either a merger, consolidation, sale or conveyance of substantially all the assets of the company which results in the discharge of Mr. Lyons, he would be entitled to 200% of the balance of payments remaining under the contract. Upon the death of Mr. Lyons, the company amended its employment contract with the surviving widow and primary beneficiary of the Estate of Lloyd Lyons (Geraldine Lyons, the company's former secretary), where-in the salary continuation clause included in his contract was replaced with a severance arrangement which requires the company to pay Geraldine Lyons $100,000 over a one year period commencing on the first month following her termination from her employment with the company and upon her termination she is to receive 100,000 shares of common stock pursuant to an amendment to her employment agreement. The amended employment agreement obligated the company to register these shares and reimburse her for the difference in the gross proceeds upon the sale of such shares and $300,000, regardless of the time she holds such shares. Upon termination of the employee contract the company will record additional compensation at the greater of the market price of the company stock or the guaranteed price stipulated in the contract. Effective October 29, 2001 Mrs. Lyons tendered her resignation and based upon the terms of her contract severance expenses of $350,000 had been recorded in year 2001 with $308,000 included in accounts payable and accrued expenses at March 31, 2002.

In January 2000 the company entered into two additional employment contracts, both for the duration of two years and provides that the company be obligated for an aggregate compensation of $115,000 in year 2000 and $126,500 in year 2001. Effective August 2, 2000 both of these employment contracts were amended to reflect upon termination from employment these individuals will be entitled to nine months of compensation and will receive in the aggregate 35,000 shares of common stock which the company has agreed to reimburse the respective employees the difference between the gross proceeds they receive upon sale and $105,000, regardless of the term the employees hold such shares. Upon termination of the employee contract the company will record additional compensation at the greater of the market price of the company stock or the guaranteed price stipulated in the contract.

The company entered into one-year employment agreements with each of the company's Chief Operating Officer and Chief Executive Officer requiring the company issue to each 100,000 shares of stock and warrants to purchase 750,000 shares of common stock at $1.75 per share. In March 2002, the company's Chief Executive Officer and Chief Operating Officer voluntarily agreed to cancel the aforementioned warrants to purchase an aggregate of 1,500,000 shares of common stock (Note 4).

Read accountants' review report.

Note 9. Commitments and Contingencies (Continued)

C Foreign Assets

The accompanying consolidated balance sheets for the period ended March 31, 2002, includes assets relating to the company's slot machine operations in Peru and Colombia of $826,000 and $714,000 respectively. Although these countries are considered politically and economically stable, it is possible that unanticipated events in foreign countries could disrupt the company's operations. In that regard, the company was informed that in Peru an excise tax has been instituted effective October 1, 1996, on the leases of gaming equipment. The company with others in the industry negotiated with the appropriate governmental agencies and have had the excise tax significantly curtailed.

Revenue from rental operations is entirely earned in Columbia and Peru.

The assets of the oil and gas operations, which aggregate approximately $1,579,000 are entirely in Canada. All revenue from oil and gas is earned in Canada.

Approximately $300,000 of the company's inventory of cigars is being stored in South America, awaiting instructions for delivery to the Miami distribution facility.

D Lease Commitment

As at March 31, 2002 all operating leases for corporate facilities are either short-term leases or have expired and are being continued on a month-to-month basis.

E Contractual Commitment

In February 2002, the company entered into an agreement with Avalon Capital, Inc. (AVA) whereby AVA will use its best efforts to find a merger candidate for the company. If a merger is consummated with-in a year of introduction AVA will be entitled a finders fee equal to 3% of the value of the aggregate number of shares outstanding after the merger, on a fully diluted basis.

Note 10 Subsequent Event

In April 2002 an additional $150,000 principal amount of debentures have been converted into 90,857 shares of common stock.

On May 8, 2002 the company announced that it has terminated its negotiation to acquire Omega Music Group LLC.

Note 11 Going Concern

The company has accumulated net losses of $12,252,000 through March 31, 2002 and has a history of deficiency of operating cash flows and losses from operations. These factors create an uncertainty about the company's ability to continue as a going concern. Management of the company is developing a plan to reduce current liabilities, reduce expenses and considering the sale of certain oil well assets to generate sufficient cash to sustain operating overhead. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 12 Operating Segments

	For the Three Months Ended March 31, 2002				
	Total	Cigar Operations	Oil & Gas	Gaming Equipment	Un
Revenues	$ 260,255	$ 20,805	$ 143,822	$ 95,628	$
Cost & Expenses					
Cost of Product Sold	$ 12,300	$ 12,300	$ -	$ -	$
Direct Overhead Cost	209,078	23,435	42,158	143,485	
Allocated Overhead Cost	258,151	20,637	142,659	94,855	
Depreciation & Depletion	135,176	-	133,280	1,896	
Expenses Assoc., With Options, Warrants, and Stock Issued For Services	300,000	-	-	-	
Total Cost and Expenses	914,705	56,372	318,097	240,236	
Operating Income (Loss)	($654,450)	($35,567)	($174,275)	($144,608)	
Total Assets	$ 4,150,000	$ 550,000	$ 1,579,000	$ 1,540,000	$

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 12 Operating Segments (Continued)

For the Three Months Ended March 31, 2001

	Total	Cigar Operations	Oil & Gas	Gaming Equipment	Unalloca
Revenues	$ 182,251	$ 33,916	$ -	$ 148,335	$
Cost & Expenses					
Cost of Product Sold	$ 21,384	$ 21,384	$ 0	$ 0	$
Direct Overhead Cost	374,140	36,650	0	337,490	
Allocated Overhead Cost	143,196	26,648	0	116,548	
Depreciation and Depletion	16,630	2,601	0	12,926	1,
Asset Impairment Charges	194,419	0	0	194,419	
Total Cost and Expenses	749,769	87,283	0	661,383	1,
Operating Income (Loss)	($567,518)	(53,367)	($0)	($513,048)	($1,
Total Assets	$ 9,701,144	$ 713,370	$ -	$ 4,637,600	$ 4,350,

The company allocates indirect overhead expenses to specific segments in proportion to the revenues earned by the segment. All revenue from gaming equipment and the related assets are in South America where as all revenue and a majority of the assets of the cigar operations are in the United States.

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 13 Oil and Gas Producing Activities (Unaudited)

The following information includes estimates which are subject to rapid and unanticipated change. The Company cautions that the discounted future net cash flows from proved oil and gas reserves are not an indication of the fair market value of the Company's oil and gas properties or the future net cash flows expected to be generated from the properties. The discounted future net cash flows do not include the fair market value of exploratory properties and probable or possible oil and gas reserves. Also, the estimates do not consider the effect of future changes in oil and gas prices, development, sit restoration and production costs, and possible changes in tax and royalty regulations. The prescribed discount rate of 10% may not appropriately reflect future interest rates.

All amounts below except for cost, acreage, wells drilled and present activities relate to Canada. McDaniel & Associates Consultants Ltd., Independent consultants, provided oil and gas reserve data and the information relating to cash flows.

Estimated net quantities of proved oil and gas reserves at are as follows:

	Oil (bbls)	Gas (mcf)
Proved reserves:		
March 31, 2002	127,000	70,700
Proved developed reserves		
March 31, 2002	127,000	70,700

Results of Oil and Gas Operations

Income:	
Oil Sales	$ 143,812
Cost and expenses:	
Lease operating cost	28,958
Depletion, depreciation amortization	133,280
Site restoration costs	6,272
	168,510
Net loss from operations	($ 24,698)
Capitalized cost of oil and gas activities:	
Acquisition costs	$ 752,067
Exploration	376,845
Development	588,659

Read accountants' review report.

NUWAY ENERGY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF MARCH 31, 2002 AND DECEMBER 31, 2001

Note 13 Oil and Gas Producing Activities (Unaudited) continued

Standardized measure of discounted future net cash flows relating to proved oil and gas reserve quantities during The following period:

Future cash inflows	$1,553,000
Future development and production cost	877,000
Future income tax expense*	$ -
Future net cash flows	676,000
10% annual discount	(50,000)
Standardized measure of discounted future net cash flows	$ 626,000

*Reflects total tax pools for the period to March 31, 2002 that may be used to offset oil and gas income. The tax pools are comprised of carry forward of exploration, development and lease acquisition costs, under appreciated capital costs and earned depletion of $1,592,000.

Current prices used in the above estimates were based upon selling prices at the wellhead at January 1, 2002 less the historical quality and price differentials for each respective field as follows:

Oil - Hardisty Heavy ($CDN./bbl)(In U.S. $)	$ 11.316
Gas - Alberta average @ Field gate $CDN./Mmbm) (In U.S. $)	$ 3.301

Current cost was based upon estimates made by consulting engineers at December 31, 2001.

Read accountants' review report.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

General

The Company entered the gaming and casino industry in Peru in 1994. Since January 1995, the Company has been engaged in the renting of slot machines and other gaming equipment to licensed gaming establishments in various cities through its wholly owned subsidiaries in South and Central America. In 1994, the Company formed its Peruvian subsidiary in late 1995 the Company formed its

Colombian subsidiary.

As of March 31, 2002, the Company had approximately 538 machines under rental contracts in Peru and Colombia.

The Company in this segment concentrates its efforts on the rental of used five reel slot machines. These machines were purchased at a fraction of the cost of new machines and are refurbished for use in South and Central America. Whereas a new slot machine would cost approximately $10,000 plus additional charges for duty, the used slot machines cost approximately $700 each including freight, duty, and refurbishing expenditures.

In September 1997, the Company incorporated World's Best Rated Cigar Company, as a wholly owned subsidiary, to distribute premium cigars. It was originally intended that the company would acquire quality cigars from six manufacturers and market them at "off price" through large retail chains. In February 2000, the marketing strategy was modified to include selling directly to consumers through our web site, www.worldsbestrated.com, and our toll free number. Substantially all advertising expense incurred is paid with barter transactions.

Beginning in July 2001 the Company directed part of its efforts to the exploration for and the development of oil and gas properties in Canada, through the formation of wholly owned subsidiaries in Nevada and Canada. The Company's exploration and development activities related to oil and gas are conducted jointly with others. The Company purchased a 30% working interest in the Superb area of Saskatchewan, Canada and a 20% working interest in the Altares Gas project in Northeast British Columbia.

Results of Operations

First Quarter

Revenues from the rental of slot machines in Peru and Colombia for the three months ended March 31, 2002 decreased by $52,707 or 35.53 %, to $95,628 from $148,335 for the comparable period in 2001. The Company's revenues from cigar sales were $20,805 in the first quarter of 2002 as compared to sales of $33,916, a decrease of $13,111 or 38.7% for the same period in 2001.

The decrease in revenues was the result of an overall weakness of the economy in South America and the continued concerns over government-mandated obsolescence, political changes, increased competition as well as the increasing need to replace the older machines on rental with more modern machines.

Oil and Gas revenue for the three months ended March 31, 2002 was $143,822. The company did not have any oil and gas activities in the corresponding period in 2001 as it has not yet entered into this activity.

Selling, general, and administrative expenses incurred in the quarter ended March 31, 2002 decreased $85,000 or 16.4%, to $432,000 from $517,000 for the same period in 2001. The decrease is due to a reduction in staffing in South America and a reduction in administrative expenses.

Net income for the three months ended March 31, 2002 was $1,011,963 or $0.17 per share fully diluted compared to a net loss of ($576,800), or ($0.12) per share for the same period in 2001. The increase in net income is attributable to the cancellation of warrants which were recorded as other income in the amount of $1,659,750.

Through March 31, 2002 the Company expended approximately $1,186,000 on the establishment of a premium cigar business; additionally the company invested $1,579,000 in the oil and gas venture.

Liquidity and Capital Resources

Cash and cash equivalents decreased approximately $338,000 to $102,624 at March 31, 2002 from $440,827 at December 31, 2001. The decrease is attributable to overhead expenditures which were higher than operating revenues, the continued slow growth of the cigar operations, and the increase of oil and gas operations.

Officers intend to repay outstanding loans of $400,000, and management is attempting to develop a plan to reduce current liabilities, reducing expenses and considering the sale of certain oil wells and assets to generate sufficient cash to sustain operating overhead. The company does not have any commitments for material capital expenditures.

Forward Looking Statements

From time to time, the Company may publish forward looking statements relating to such matters as anticipated financial performance, business prospects, new products and certain other matters. The words "may", "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify such forward looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company notes that a variety of factors could cause its actual results and experience to differ materially from anticipated results and other expectations that may effect the operations, performance, development and results of the Company's business, including the following:

1. Changes in government regulations could have an effect on the Company's operations and business.

2. Political factors, particularly as they pertain to currency valuation, could affect the Company's business in ways, which are difficult to predict.

3. The Company may be required to raise additional funds to expand its business operations, if it proves successful. There can be no assurances that the Company will be able to raise such funds, either through the sale of equity or debt securities or through commercial sources. The inability to acquire needed capital could have a material adverse effect on the Company's ability to expand.

4. The Company may be required to expand its infrastructure, including the hiring of additional personnel in its executive offices. There can be no assurances that the Company will be able to attract and retain qualified personnel who will be successful in managing the Company's operations.

Submission of Matters to a Vote of Security Holders.

The Company held an annual meeting of its shareholders on March 20, 2002. At this meeting the following matters were voted upon: (i) the election of Todd Sanders, William Bossung, Jose A. Caballero, Michael Iscove, and Dennis R.

Barry as directors, (ii) the issuance of Convertible Debentures and the shares of common stock issuable upon conversion thereof, (iii) the amendment to the Company's Certificate of Incorporation changing the name of the Company, and (iv) the ratification of its independent auditors for 2001.

The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each such matter, including a separate tabulation with respect to each nominee for office, is set forth below:

Directors	For	Against	Abstain	Broker Non-Votes
Election of Directors				
Todd Sanders	4,158,421	16,292		
William Bossung	4,158,421	16,292		
Jose A. Caballero	4,158,421	16,292		
Michael Iscove	4,158,421	16,292		
Dennis Barry	4,158,421	16,292		
Ratification and approval of the convertible debentures	2,352,527	23,972	2,290	1,795,924
Ratification of the amendment to the Company's Certificate of Incorporation changing the name of the Company	4,170,543	2,280	1,890	0
Ratification of independent Auditors	4,154,383	5,740	14,390	0

Exhibits and Form 8-K.

Form 8-K Items 4 and 5 dated January 29, 2002.
Form 8-K Item 5 dated February 22, 2002.
Form 8-K Item 5 dated March 6, 2002.
Form 8-K Item 4 dated March 8, 2002.
Form 8-K Item 5 dated March 11, 2002.

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

NuWay Energy, Inc.

Date: May 20, 2002 /s/ TODD SANDERS

Todd Sanders
President

Date: May 20, 2002 /s/ JOE TAWIL

Joe Tawil
Acting Chief Financial and Accounting Officer