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NUWAY MEDICAL INC
Form 10QSB/A
March 24, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended March 31, 2004.

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____

Commission File Number 000-19709

NUWAY MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

66-0159115
(I.R.S. Employer
Identification No.)

2603 Main Street, Suite 1150
Irvine, California 92614
(Address, including zip code, of principal executive offices)

(949) 235-8062
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act: None
Securities registered pursuant to Section 12(g) of the Exchange Act: Common
Stock, \$0.0067 par value.

Check whether the Registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

The number of shares of the Registrant's Common Stock outstanding as of March 31, 2004 was 46,322,736 shares and as of February 28, 2005 was 51,822,736 shares.

DOCUMENTS INCORPORATED BY REFERENCE: None

Transitional Small Business Disclosure Format (Check one): Yes No

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GENERAL NOTE

This Amendment No.1 to the Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004, is being filed for the purpose of (i) correcting certain values contained on the balance sheet at March 31, 2004; statements of stockholders' deficit; and statements of cash flows, which were inaccurately transcribed in the preparation of the original filing of this report, (ii) eliminating certain unnecessary line items from the statements of cash flows and (iii) rounding certain values contained in Part I, Item 2, for consistency of presentation of such values.

PART I

Item 1. Financial Statements

NUWAY MEDICAL, INC AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2004 AND DECEMBER 31, 2003

ASSETS

	March 31, 2004 (unaudited)	Decemb 2003 (unaud
	-----	-----
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 282	\$
Total Current Assets	----- 282 -----	----- -----

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Revenue		
Rental Income	\$ --	--
Total Revenues	--	--
Costs and Expenses		
Selling, General and Administrative	368,596	1,088,63
Depreciation, Depletion and Amortization	--	--
Total Costs and Expenses	358,596	1,088,63
Loss from operations	(358,596)	(1,088,63)
Other Income and Expense		
Interest Expense	(105,156)	(35,08
Other Income	4,600	--
Net Other Expense	(100,556)	(35,08
Loss Before Income Taxes	(469,152)	(1,123,71
Provision for Income Taxes (Benefit)	--	--
Net Loss from Continuing Operations	(469,152)	(1,123,71
Loss from Discontinued Operations		
(Includes \$217,250 of depreciation and amortization expense and \$3,693,250 of impairment charge of intangible assets)	--	(3,877,97
Net Loss	\$ (469,152)	\$ (5,001,69
Loss Per Common Share - Basic and Diluted		
Loss per share from Continuing Operations	\$ (0.01)	\$ (0.0
Loss per share from Discontinued Operations	\$ (0.00)	\$ (0.1
Net Loss per Share, rounding	\$ (0.01)	\$ (0.2
Weighted Average Common Share Equivalents Outstanding	38,618,877	21,013,10

See accompanying notes to unaudited consolidated financial statements.

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NUWAY MEDICAL, INC AND SUBSIDIARY
 STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)
 FOR THE THREE MONTH PERIOD ENDING MARCH 31, 2004

	Preferred Stock		Common Stock		Addition Paid-In Capital
	Number of Shares	Par Value \$.00067	Number of Shares	Par Value \$.00067	
BALANCE DECEMBER 31, 2003	559,322	375	36,386,486	\$23,976	\$23,002,8
STOCK ISSUED FOR SERVICES			9,180,000	6,151	360,8
CONVERSION OF DEBENTURES			600,000	402	29,5
SALE OF COMMON STOCK			156,250	104	5,0
NET LOSS					
BALANCE MARCH 31, 2004	559,322	\$ 375	46,322,736	\$30,633	\$23,398,3

See accompanying notes to unaudited consolidated financial statements.

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NUWAY MEDICAL, INC AND SUBSIDIARY
 STATEMENTS OF CASH FLOWS FOR THE THREE MONTH PERIOD ENDING
 MARCH 31, 2004 AND 2003

	Three Month P March
	2004 (unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES	
Net Loss	\$ (469,152)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:	

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Issuance of Stock for Services	298,350
Cancellation of prior year warrant compensation	
Write Down of Idle Furniture, Fixtures and Office Equipments	
	--
Loss on disposal of Discontinued Operations	--
Amortization of Discount on Note	62,131
Increase (Decrease) in Accounts Payable and Accrued Expenses	126,180

Net Cash Used In Operating Activities	17,511

CASH FLOWS USED IN INVESTING ACTIVITIES	

No Cash Used In or Provided by Investing Activities	--

CASH FLOWS FROM FINANCING ACTIVITIES	
Payments to reduce Note Payable	(22,900)
Proceeds from Sale of Common Stock	5,000
Proceeds from Sale of Preferred Stock	169,011

Net Cash Provided By Financing Activities	(17,900)

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(389)
CASH AND CASH EQUIVALENTS - BEGINNING	671

CASH AND CASH EQUIVALENTS - ENDING	\$ 282
	=====
SUPPLEMENTAL DISCLOSURES OF CASHFLOW INFORMATION	
Cash Paid During the Period for:	
Interest	\$ --
	=====
Income Taxes	\$ --
	=====
Conversion of Debentures and Accrued Interest to Capital	\$ 98,849
	=====

See accompanying notes to unaudited consolidated financial statements.

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NUWAY MEDICAL, INC. AND SUBSIDIARY
 NOTES TO CONDENSED FINANCIAL STATEMENTS
 (Unaudited)

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Note 1. Accounting Policies-Basis of Presentation

In the opinion of management, the accompanying balance sheets and related interim statements of operations, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Estimates are used when accounting for stock-based transactions, uncollectible accounts receivable, asset depreciation and amortization, and taxes, among others.

Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis and financial statements and notes thereto included in the NuWay Medical, Inc. Annual Report on Form 10-KSB for the year ended December 31, 2003.

Certain reclassifications have been made to prior period amounts to conform with the current period presentation. The results of operation for the quarter ended March 31, 2003 gives effect to the Company's discontinued operations.

Note 2. Business and Organization

Outlook

As of March 31, 2004, and as of February 28, 2005, the Company had no continuing business operations. Any perceived value in the Company is both speculative and intangible in nature. The Company is operating as a public shell and its business operations consist of management seeking merger and acquisition candidates with ongoing operations.

These consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. During 2003, 2004 and as of February 28, 2005, the Company had limited liquid and capital resources while seeking acquisition opportunities.

Cash and cash equivalents totaled \$282 at March 31, 2004. We had no revenues in the three-month period ended March 31, 2004 and were forced to consume cash on hand to fund operations. The Company's cash position is insufficient to meet its expenses. The Company will be required to raise additional capital to sustain basic operations through the remainder of 2004 and until a merger candidate with operations of its own is located and a transaction is consummated. While the Company is actively seeking investments through private investors and other parties, there is no assurance that the Company will be able to raise additional capital for the entire period required.

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NUWAY MEDICAL, INC. AND SUBSIDIARY NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

The Company's consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As of March 31, 2004, the Company had limited liquid and capital resources and management is incurring personal losses, while seeking acquisition

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opportunities.

Ultimately, the Company's ability to continue as a going concern is dependent upon its ability to attract new sources of capital, establish an acquisition or reverse merger candidate with continuing operations, attain a reasonable threshold of operating efficiencies and achieve profitable operations.

For the three-month period ended March 31, 2004, the Company raised \$71,959. During the remainder of 2004, the Company raised an additional \$149,074, for a total of \$221,033. These funds were raised through straight debt financing, convertible debt financing, and equity financing, as described below.

Note 3. 2004 Stock Compensation Plan Share Issuance

During the three-month period ended March 31, 2004, the Company issued 9,180,000 shares of its common stock to approximately 14 individuals, comprised of consultants, directors and employees. Of this amount, 5,980,000 shares were issued from the Company's 2004 Equity Plan and the Company recorded a selling, general and administrative expense in the amount of \$333,000 for such issuances. During the three-month period ended March 31, 2003, the Company issued 11,360,919 shares of its common stock to approximately 17 individuals. Of this amount, 8,727,329 shares were issued from the Company's 2002 and 2003 stock compensation plans, and the Company recorded a selling, general and administrative expense in the amount of \$843,000 for such issuances. Of the \$333,000 recorded for the three-month period ended March 31, 2004, \$135,000 related to consulting services, \$80,000 related to Board of Directors expense, and \$118,000 related to salary expense. Of the \$843,000 recorded in the three-month period ended March 31, 2003, \$548,000 related to consulting services, none related to Board of Directors expense, \$94,000 related to salary expense, and \$259,000 related to legal expense.

Note 4. Due to President - Unreimbursed business expenses

The Company's President, Dennis Calvert, loaned money to the Company by paying from his personal funds certain of the Company's expenses. A significant portion of these personal funds was obtained by Mr. Calvert by refinancing his primary residence and cashing out equity thereon. For the three-month period ended March 31, 2004, Mr. Calvert loaned to the Company \$66,959. From October, 2003 to February 22, 2005, Mr. Calvert loaned the Company a total of \$143,141. As of March 31, 2004, and February 22, 2005, the Company repaid \$105 and \$41,371 of this amount, respectively. On March 7, 2005, the Company and Mr. Calvert agreed such that the \$101,770 still outstanding and owed by the Company to Mr. Calvert will be repaid under the terms of a promissory note bearing interest of 10% per annum, requiring monthly payments and maturing on January 15, 2006.

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NUWAY MEDICAL, INC. AND SUBSIDIARY NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

As of February 28, 2005, the Company had accrued an expense related to the unpaid accrued compensation due its president, Mr. Calvert, in the amount of \$232,900.

Note 5. Sales of Unregistered Securities

On January 31, 2004, the Company issued 30,000,000 shares of its common stock to the PMG Shareholders pursuant to its obligations in the PMG Stock

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Purchase Agreement. The Stock Purchase Agreement was rescinded on October 14, 2004, effective as of January 31, 2004, and those shares were cancelled and returned to treasury.

In February 2004, the Company received gross and net proceeds of \$5,000 from an individual investor in connection with the sale of 156,250 shares of the Company's common stock. The issuance of the shares described above was made in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act of 1933, as amended.

On February 17, 2004, the Company issued 600,000 shares of its common stock to former convertible debenture holders to partially satisfy its obligations on a settlement agreement. The shares issued reduced the Company's settlement obligations by approximately \$17,000.

On February 23, 2004, the Company issued a warrant that expires in five years to Sachi International, Inc. to purchase up to 3,000,000 shares of common stock at \$0.04 a share. The Warrant vests based on the amount of investment proceeds brought to the Company by the Holder, with 100% vesting if the Holder brings \$500,000 in investment capital. In the event less than \$500,000 is invested, the warrant vests in a pro-rata amount. The closing of any such investment shall be in the sole and absolute discretion of the Company. Sachi International, Inc. has not met the conditions for the warrant to vest.

On March 11, 2004, the Company issued 3,200,000 shares of its common stock to in exchange for services rendered to the Company. Of these shares, 3,000,000 were issued to members of the Company's board of directors, and 200,000 were issued to legal counsel, in the total amount of \$128,000.

Note 6. Subsequent Events

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NUWAY MEDICAL, INC. AND SUBSIDIARY NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

Sales of Unregistered Securities

On September 3, 2004, the Company received gross and net proceeds of \$25,000 from two individual investors in connection with the sale of 5,000,000 shares of the Company's common stock.

On October 4, 2004, the Company received gross and net proceeds of \$50,000 from an outside investor and issued its convertible promissory note due and payable one year from the date of issuance. The note bears interest at a rate of 10% per annum, payable on the maturity date. The note can be converted, in whole or in part, into shares of the Company's Series A Preferred stock, on the basis of \$.005 per share, at any time prior to maturity by either the Company or the lender. Each share of Series A Preferred Stock may be converted by the holder into one share of the Company's common stock. If the noteholder converts the note into Series A Preferred Stock, on or after the note's original maturity date the noteholder may require the Company to buy back the shares of Series A Preferred Stock for 110% of the principal amount of the promissory note (the "Buy Back Provision"). If the Company is unable to do so, the Company's president, Dennis Calvert, has agreed to buy back the shares on the same terms. If shares of Series A Preferred Stock are converted into common stock, the holder has the right to include (piggyback) the shares of common stock in a registration of securities filed by the Company (other than on Form S-4 or Form S-8).

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The Company's payment obligations under the note may be accelerated upon the following events: (i) the sale of the Company's assets outside the ordinary course of business; (ii) a breach of the representations and warranties contained within the agreement evidencing the loan; (iii) the failure to timely pay the note; (iv) the Company's default in any other loan obligation greater than \$100,000; (v) the Company's dissolution, liquidation, merger, consolidation, bankruptcy, or future insolvency; and (vi) the commencement of any suit that threatens to have a material adverse effect on the Company, including the entry of a final judgment or settlement in excess of \$100,000.

On November 4, 2004, the Company received gross and net proceeds of \$10,000 from an outside investor and issued a convertible promissory note on substantially the same terms as the previously described note.

On December 16, 2004, the Company issued 500,000 shares of its common stock to its remaining former convertible debenture holder to partially satisfy its obligations on a settlement agreement. The shares issued reduced the Company's settlement obligations by approximately \$8,700.

On January 6, 2005, the Company received gross and net proceeds of \$25,000 from an outside investor and issued a convertible promissory note on substantially the same terms as the previously described note.

On January 7, 2005, the Company received gross and net proceeds of \$75,000 from two outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the notes do not include buy back provisions, and allow conversion into a total of 18,000,000 shares of common stock (at \$0.0042 per common share, rather than \$0.005 per Series A Preferred share).

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NUWAY MEDICAL, INC. AND SUBSIDIARY NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

On February 10, 2005, the Company amended its obligations to Dr. James Seay (the "noteholder") under its promissory note dated November 20, 2003 in the principal amount of \$50,000 and which matured on February 18, 2004. On the maturity date of the note the Company was obligated to pay the noteholder \$65,000. The Company has paid the noteholder \$30,000 and the balance of \$35,000 remains outstanding. The amendment to the note entered into on February 10, 2005, (i) extends the maturity date of the note to February 3, 2006, (ii) provides for interest to accrue at a rate of 10% per annum (15% upon default), and (iii) allows for the conversion of the note into 7,000,000 shares of the Company's common stock, or \$.005 per share.

In February, 2005, the Company received gross and net proceeds of \$16,000 from three outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the note does not include buy back provisions, and allow conversion into a total of 2,261,701 shares of common stock (at \$0.007 per common share, rather than \$0.005 per Series A Preferred share).

On February 24, 2005, the Company received gross proceeds of \$40,000 and net proceeds of \$36,000 from two outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the notes do not include buy back provisions, and allow conversion into a total of 4,000,000 shares of common stock (at \$0.01 per common share, rather than \$0.005 per Series A Preferred share).

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All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

Litigation

On December 4, 2004 the Company was sued by the law firm of Eneinstein Russell and Saltz, LLP to collect fees that had been billed to the Company in the amount of \$15,233, which had been disputed by the Company. The Company is defending its rights in the lawsuit. The case is in its beginning stage, and a trial date has not been set. While the Company believes that it has meritorious positions in this litigation, given the inherent nature of litigation, it is not possible to predict the outcome of this litigation or the impact it would have on the Company.

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Item 2. Management's Discussion and Analysis

This Quarterly Report on Form 10-QSB of NuWay Medical, Inc. (the "Company") contains forward-looking statements. These forward-looking statements include predictions regarding, among other things, our:

- o general and administrative expenses;
- o liquidity and sufficiency of existing cash;
- o sale or other disposition of our technology; and
- o The outcome of pending or threatened litigation.

You can identify these and other forward-looking statements by the use of words such as "may," "will," "expects," "anticipates," "believes," "estimates," "continues," or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Such statements, which include statements concerning future revenue sources and concentrations, selling, general and administrative expenses, research and development expenses, capital resources, additional financings and additional losses, are subject to risks and uncertainties, including, but not limited to, those discussed elsewhere in this Form 10-QSB, that could actual results to differ materially from those projected.

Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth below under the heading "Risk Factors" in our Annual Report on Form 10-KSB for the year ended December 31, 2003. All forward-looking statements included in this document are based on information available to us on the date hereof. We assume no obligation to update any forward-looking statements.

Unless otherwise expressly stated herein, all statements, including forward-looking statements, set forth in this Form 10-QSB are as of March 31, 2004, and we undertake no duty to update this information.

Plan of Operations

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Overview

The Company had no continuing business operations as of March 31, 2004 and as of February 28, 2005. Over the course of several years, the Company has attempted to enter various businesses through the acquisitions of entities operating ongoing businesses or technology that needed to be developed and marketed. However, as a result of various factors, but primarily due to its lack of adequate capital and the inability to secure financing successfully, these acquisitions could not be properly exploited and integrated to produce profitable operations by the Company. Management of the Company has elected to dispose or discontinue through sales or other means, these acquisitions,

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including the Company's attempt to develop and market the 15-year licensing rights acquired from Med Wireless, Inc. (Med Wireless) in July 2002. The Med Wireless technology consists of software that is compliant with HIPAA, to electronically organize, store and retrieve medical records and medical images. During 2003, management of the Company deemed it necessary to discontinue the Company's attempt to develop and market the Med Wireless and Player Record Library System ("PRLS") technologies.

Based on the rapid increase in the number of well-capitalized companies offering competing technologies, as well as the fact that the Company has been unable to continue funding any technology enhancements or development related to the Med Wireless technology, management came to believe that the technology had lost the ability to be a viable competing technology in its sector and that it was not in the Company's best interest to continue to pursue the Med Wireless technology. Moreover, management is doubtful if the Med Wireless technology will be considered of any significant value to a prospective buyer or licensee of the technology. The Company is attempting to sell this technology, but expects to realize only nominal net proceeds, if any, for the technology.

In addition, the Company has abandoned its efforts to market a variety of products and services to the sports industry with an emphasis on health and technology related products, primarily PRLS. The Company is attempting to sell its interest in its majority-owned subsidiary, NuWay Sports, LLC ("NuWay Sports"), which was established to market the PRLS technology, but expects to realize only nominal net proceeds, if any, for its interest.

The Company operated as a public shell during all of 2004 and operations primarily consisted of the Company's president seeking funding, maintaining the corporate entity, complying with the requirements of the Securities Exchange Commission (the "SEC") and seeking merger and acquisition candidates or new business opportunities. The Company will need working capital resources to maintain the Company's status and to fund other anticipated costs and expenses during the year ending December 31, 2004 and beyond. The Company's ability to continue as a going concern is dependent on the Company's ability to raise capital to, at a minimum, meet its corporate maintenance requirements. If the Company is able to acquire an ongoing business and/or technology that must be exploited, it would need additional capital until and unless that prospective operation is able to generate positive working capital sufficient to fund the Company's cash flow requirements from operations.

As a result of the dramatic change in direction of the Company's scope and focus, the abandonment of its technologies and the discontinuance of its remaining operating businesses, comparisons of year-to-year and quarter-to-quarter results of operations are not meaningful. Thus the activity in the three-month period ended March 31, 2004 is not comparable to the three-month period ended March 31, 2003.

Abandoned Acquisition

On January 31, 2004, the Company entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") with Premium Medical Group, Inc., a Florida corporation ("PMG") and PMG's sole stockholders, Eduardo A. Ruiz and Luis A. Ruiz (the "PMG Stockholders"). Prior to this transaction, there was no business or other relationship between the Company and its affiliates and PMG or the PMG Stockholders.

Pursuant to the Stock Purchase Agreement, the Company agreed to acquire 100% of the shares of PMG from the PMG Stockholders in exchange for 30,000,000 shares of the Company's common stock, subject to certain adjustments. The exact number of Company Shares to be issued to the PMG Stockholders was subject to adjustment in the event certain revenue was or was not generated by PMG during one year following the closing of the transaction. PMG had been organized in June 2003 to provide medical products to hospitals and medical clinics in South America, primarily Venezuela. Luis A. Ruiz became a director of the Company in connection with the transaction.

The parties had a difference in expectations regarding who would be ultimately responsible for paying for the audit of PMG that was required in order for the Company to complete its disclosure obligations under the Securities Exchange Act. Additionally, the Company did not have a sufficient number of authorized and unissued shares of its common stock to both satisfy its obligations to the PMG Stockholders and to issue shares of common stock in a meaningful financing transaction, given the low price per share at which the Company's common stock trades. The Company lacked the financial resources to schedule a stockholders' meeting, prepare a proxy statement and solicit proxies for the purpose of amending its Certificate of Incorporation to increase its authorized capital stock.

As a result of these and other factors, the Company and PMG never consolidated their operations, the Company never exercised control over PMG or its operations and the parties never exchanged stock certificates evidencing their ownership in each other.

Therefore, the parties entered into discussions and concluded amicably that it was in the mutual best interest of the respective companies and their respective stockholders, to rescind the transactions provided for in the Stock Purchase Agreement and return all parties to their respective positions prior to the transactions contemplated in the Stock Purchase Agreement.

The parties entered into a Rescission Agreement on October 14, 2004 that provides, in relevant part, that (i) all transactions contemplated by the Stock Purchase Agreement shall be rescinded as if the Stock Purchase Agreement had never been executed and delivered; (ii) the parties forever waive all rights to receive stock in PMG and the Company, as the case may be; (iii) Luis A. Ruiz shall resign as a director of the Company; and (iv) the Company and PMG shall file appropriate documents with the Secretary of State of the State of Florida with respect to the rescission of the exchange of shares provided for in the Stock Purchase Agreement.

Results of Operations

The Company had no revenues from continuing operations during the three-month period ended March 31, 2004, compared to \$35,000 during the

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three-month period ended March 31, 2003. This decrease in revenue is attributable to the fact that NuWay Sports marketed the Med Wireless and PRLS technologies and generated \$35,000 of revenue in the three-month period ended March 31, 2003, whereas the technologies were abandoned prior to the commencement of the three-month period ended March 31, 2004. NuWay Sports is now held for sale; consequently the results of operations related to this subsidiary have been reclassified in our consolidated statement of operations as a loss from discontinued operations.

Selling, General and Administrative Expense

Selling, general and administrative expenses were \$369,000 for the three-month period ended March 31, 2004, compared to \$1,089,000 for the three-month period ended March 31, 2003. This decrease is primarily attributable to the fact that the Company discontinued operations in 2003 and therefore incurred lower operating expenses in 2004. The largest components of these expenses were:

a. Salaries and Payroll-Related Expenses: These expenses were \$177,000 for the three-month period ended March 31, 2004, compared to \$54,000 for the three-month period ended March 31, 2003, an increase of \$123,000. The increase is almost entirely attributable to an expense recorded by the Company for the issuance of 3,000,000 shares of the Company's common stock to an officer of the Company in lieu of cash compensation in the amount of \$118,000, and relates to the efforts by management to obtain additional financing, comply with SEC reporting requirements, and find a viable merger candidate.

b. Consulting Expenses: These expenses were \$3,000 for the three-month period ended March 31, 2004, compared to \$548,000 for the three-month period ended March 31, 2003, a decrease of \$545,000. This decrease is primarily attributable to the Company's lack of continuing business operations in 2004. Consulting expense for the three-month period ended March 31, 2004 included \$140,000 of expense related to the issuance of the Company's common stock, which was offset by a reversal of accrued consulting expense relating to the issuance (and subsequent return to treasury) of the Company's common stock totaling \$142,000. There were 3,800,000 shares issued related to the consulting expense recorded for the three-month period ended March 31, 2004.

c. Legal Expenses: These expenses were \$157,000 for the three-month period ended March 31, 2004, compared to \$259,000 for the three-month period ended March 31, 2003, a decrease of \$102,000. This decrease is primarily attributable to the high level of legal assistance required in 2003 for matters such as (i) addressing NASDAQ compliance issues (ii) a major shift in the Company's core business, and (iii) numerous stock issuances to consultants.

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Expenses Associated With Stock Issued for Services

During the three-month period ended March 31, 2004, the Company issued 9,180,000 shares of its common stock to approximately 14 individuals, comprised of consultants, directors and employees. Of this amount, 5,980,000 shares were issued from the Company's 2004 Equity Plan and the Company recorded a selling, general and administrative expense in the amount of \$333,000 for such issuances. During the three-month period ended March 31, 2003, the Company issued 11,360,919 shares of its common stock to approximately 17 individuals. Of this amount, 8,727,329 shares were issued from the Company's 2002 and 2003 stock compensation plans, and the Company recorded a selling, general and

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administrative expense in the amount of \$843,000 for such issuances. Of the \$333,000 recorded for the three-month period ended March 31, 2004, \$135,000 related to consulting services, \$80,000 related to Board of Directors expense, and \$118,000 related to salary expense. Of the \$843,000 recorded in the three-month period ended March 31, 2003, \$548,000 related to consulting services, none related to Board of Directors expense, \$94,000 related to salary expense, and \$259,000 related to legal expense.

Discontinued Operations

As discussed above and in the notes to our consolidated financial statements contained in this report, we have disposed of all of our operating entities or discontinued all of our operations. The Company recorded a loss from discontinued operations for the three-month period ended March 31, 2003 of \$3,878,000, and a net loss from continuing operations for the three-month period ended March 31, 2003 of \$1,124,000.

Net Loss

Net loss for the three-month period ended March 31, 2004 was \$469,000, or \$(0.01) per share, compared to a net loss of \$5,002,000, or \$(0.24) per share for the three-month period ended March 31, 2003.

The Company has relied upon its 2004 Equity Plan to compensate consultants and employees who have assisted in developing and executing the Company's business plan. This reliance, together with issuances of stock by the Company other than pursuant to these plans, has significantly narrowed the loss per share.

Liquidity and Capital Resources

General

Cash and cash equivalents totaled \$282 at March 31, 2004. We had no revenues in the three-month period ended March 31, 2004 and were forced to consume cash on hand to fund operations. The Company's cash position is insufficient to meet its expenses. The Company will be required to raise additional capital to sustain basic operations through the remainder of 2004 and until a merger candidate with operations of its own is located and a transaction is consummated. While the Company is actively seeking investments through private investors and other parties, there is no assurance that the Company will be able to raise additional capital for the entire period required.

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The Company's consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As of March 31, 2004, the Company had limited liquid and capital resources and management is incurring personal losses, while seeking acquisition opportunities.

Ultimately, the Company's ability to continue as a going concern is dependent upon its ability to attract new sources of capital, establish an acquisition or reverse merger candidate with continuing operations, attain a reasonable threshold of operating efficiencies and achieve profitable operations.

For the three-month period ended March 31, 2004, the Company raised \$71,959. During the remainder of 2004, the Company raised an additional \$149,074, for a total of \$221,033. These funds were raised through straight debt

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financing, convertible debt financing, and equity financing, as described below.

Straight Debt Financing

The Company's President, Dennis Calvert, loaned money to the Company by paying from his personal funds certain of the Company's expenses. A significant portion of these personal funds was obtained by Mr. Calvert by refinancing his primary residence and cashing out equity thereon. For the three-month period ended March 31, 2004, Mr. Calvert loaned to the Company \$66,959. From October, 2003 to February 22, 2005, Mr. Calvert loaned the Company a total of \$143,141. As of March 31, 2004, and February 22, 2005, the Company repaid \$105 and \$41,371 of this amount, respectively. On March 7, 2005, the Company and Mr. Calvert agreed such that the \$101,770 still outstanding and owed by the Company to Mr. Calvert will be repaid under the terms of a promissory note bearing interest of 10% per annum, requiring monthly payments and maturing on January 15, 2006.

Convertible Debt Financing

For the three-month period ended March 31, 2004, the Company did not raise any funds through convertible debt financing. During the remainder of 2004, the Company raised \$60,000 and issued convertible promissory notes due and payable one year from the date of issuance. The notes bear interest at a rate of 10% per annum, payable on the maturity date, and can be converted, in whole or in part, into shares of the Company's Series A Preferred stock, on the basis of \$.005 per share, at any time prior to maturity by either the Company or the lender. Each share of Series A Preferred Stock may be converted by the holder into one share of the Company's common stock. If the noteholder converts the note into Series A Preferred Stock, on or after the note's original maturity date, the noteholder may require the Company to buy back the shares of Series A Preferred Stock for 110% of the principal amount of the promissory note (the "Buy Back Provision"). If the Company is unable to do so, the Company's president, Dennis Calvert, has

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agreed to buy back the shares on the same terms. If shares of Series A Preferred Stock are converted into common stock, the holder has the right to include (piggyback) the shares of common stock in a registration of securities filed by the Company (other than on Form S-4 or Form S-8). Please see Part II, Item 2 "Changes in Securities".

Equity Financing

During the three-month period ended March 31, 2004, the Company received gross and net proceeds of \$5,000 from the sale of 156,250 shares of its common stock which were restricted and unregistered. During the remainder of 2004, the Company received gross and net proceeds of \$50,000 from the sale of 5,000,000 shares of its common stock which were restricted and unregistered. Please see Part II, Item 2 "Changes in Securities".

Other Obligations

Significant debt obligations at March 31, 2004 included:

(i) \$420,000 (plus interest) due to Augustine II, LLC (the "Augustine Fund"), described in more detail below;

(ii) a \$1,120,000 note payable which was purchased in March 2003 by New Millennium Capital Partners, LLC, an entity owned and controlled by the Company's president, Dennis Calvert, and certain members of his family, together with accrued but unpaid interest, described in more detail below.

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(iii) approximately \$26,000 outstanding remaining on a settlement agreement with former convertible debenture holders; and

(iv) \$42,100 due to a former advisory board member, reduced from a promissory note dated November 20, 2003 in the principle amount of \$65,000.

For the three-month period ended March 31, 2004, there was \$43,000 of accrued interest recorded related to these obligations. As of December 31, 2004, there was \$189,000 of accrued interest recorded related to these obligations.

Augustine Fund Note

On June 10, 2003 the Company entered into a Term Loan Agreement ("Loan Agreement") with the Augustine Fund, pursuant to which the Augustine Fund agreed to lend the Company \$420,000, payable in installments of \$250,000, \$100,000, and \$70,000 (the "Augustine Loan"). The proceeds of the Augustine Loan were used by the Company for working capital.

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Principal and interest, at an annual rate of 10%, of the Augustine Loan, was originally due on February 29, 2004. In addition, the Loan Agreement contains certain requirements that the Company make mandatory prepayments of the Augustine Loan from the proceeds of any asset sales outside of the ordinary course of business, and, on a quarterly basis, from positive cash flow. In addition, all or any portion of the Augustine Loan may be prepaid by the Company may prepay all or any portion of the Augustine Loan at any time without premium or penalty.

As additional consideration for making the Augustine Loan, the Augustine Fund received five-year warrants to purchase up to 6,158,381 shares of the Company's common stock at an exercise price of \$0.16 per share. The Company could require that the warrants be exercised if certain conditions were satisfied. Since these conditions were not fully satisfied by the maturity date, the Loan Agreement provides that the Augustine Fund may, at any time following the maturity date and so long as the warrants remain exercisable, elect to exercise all or any portion of the warrants pursuant to a "cashless exercise", whereby the Augustine Fund would be issued the net amount of shares of our common stock, taking into consideration the difference between the exercise price of the warrants and the fair market value of our common stock at the time of exercise, without having to pay anything to the Company for such exercise.

As security for the Augustine Loan, New Millennium Capital Partners LLC ("New Millennium"), a company controlled and owned by the Company's president, Dennis Calvert, and members of his family, pledged 2.5 million shares of the Company's common stock owned by New Millennium, and, in addition, the Company has granted the Augustine Fund a security interest in its 51% membership ownership interest in NuWay Sports. As a result, the Company will need to consent of the Augustine Fund to release its security interest in NuWay Sports if the Company is able to sell NuWay Sports.

Prior to the original maturity date of the Augustine Loan, the Company spoke with representatives of the Augustine Fund and advised them that the Company was unable to pay the amount due under the Augustine Loan by the February 29, 2004 maturity date. On March 30, 2004, the Augustine Fund agreed to extend the maturity date of the Loan Agreement to August 2004. In addition to the extension of the maturity date, the Augustine Fund was given the option of having the Augustine Loan satisfied in cash or by the conversion of any remaining principal balance and any accrued interest on the Augustine Loan to

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shares of the Company's common stock at a 15% discount to market, so long as Augustine Fund's holdings do not exceed 4.9% of the total issued and outstanding shares of the Company's common stock at any time. In addition, the warrants held by the Augustine Fund to purchase 6,158,381 shares of the Company's common stock were re-priced to an exercise price of \$.035 per share. Exercise of the warrants is also subject to the limit that the Augustine Fund does not hold more than 4.9% of the issued and outstanding shares of the Company's common stock. The Company recorded \$14,000 of interest expense as of March 31, 2004, related to the Augustine Loan.

On March 7, 2005, the Company and the Augustine Fund agreed to extend the maturity date of the Augustine Loan to May 2006, in exchange for the issuance of a warrant that gives the Augustine Fund the right to purchase 8,000,000 shares of the Company's common stock at \$0.005 per share for a period of five years. The final documentation of the extension and the warrant is being finalized and has not yet been completed.

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Obligation to New Millennium

In conjunction with the acquisition from Med Wireless of the license for the Med Wireless and PRLS technologies on August 21, 2002, the Company assumed a \$1,120,000 note (the "Note") with interest at 10% per annum payable by Med Wireless to Summitt Ventures, Inc. ("Summitt Ventures"). Summitt Ventures is controlled by Mark Anderson, a former consultant and principal stockholder of the Company. The Note is secured by the Company's assets and was originally due on June 15, 2003.

As part of a series of transactions that the Company undertook to separate itself completely from Mr. Anderson, on March 26, 2003, Summitt Ventures sold the Note, together with 4,182,107 shares of the Company's common stock owned by Mr. Anderson's affiliates, Camden Holdings and Summit Healthcare, Inc. ("Summit Healthcare"), to New Millennium, in exchange for a \$900,000 promissory note issued by New Millennium in favor of Summitt Ventures, Camden Holdings, and Summit Healthcare (the "New Millennium Note"). The New Millennium Note is secured by all of the stock of the Company owned by New Millennium and Mr. Calvert. (See "Augustine Fund Note" above.) Other than Mr. Calvert, no individual, entity or party presently or previously associated with the Company has ever had any ownership interest in New Millennium. Mr. Anderson, a principal of those companies that sold and/or licensed the technologies to the Company, conditioned the transaction with New Millennium on the Company's agreeing to convert the Note to common stock.

Since New Millennium purchased the Note, the Company has attempted multiple times to convert the Note, but has been unable to obtain the required stockholder vote, due to a lack of quorum, to do so. The three attempts are described below.

On March 26, 2003, the Company's board of directors voted to convert the Note by New Millennium into 22,400,000 shares of common stock of the Company, at a conversion price discounted 37.5% from the then market price of \$0.08. New Millennium agreed to this conversion.

In arriving at a conversion price, the board of directors determined that a 37.5% discount to market price was appropriate based on a number of factors, including that (i) with the quantity of the shares that would be issued, a block of shares that size could not be liquidated without affecting the market price of the shares, and (ii) the shares would be "restricted shares" and could therefore not be sold by New Millennium in the public markets prior to two years from the date of the conversion, and thereafter would be subject to the volume

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and manner of sale limitations of Rule 144 under the Securities Act of 1933.

Subsequent to the vote by the board to convert the Note, the Company received notification from Nasdaq's Listing Qualifications Department that converting the Note without stockholder approval violated certain Nasdaq Marketplace Rules. In response to this notification, the board, with the concurrence of New Millennium, voted to amend its resolution and delay conversion of the Note until the Company's stockholders approved the conversion.

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At the Company's June 6, 2003 board meeting, Mr. Calvert, on behalf of New Millennium, and the Company, through the unanimous action of the board (with Mr. Calvert abstaining), agreed that, in light of current market conditions (namely the significant increase in the trading price of the Company's common stock since March 26, 2003, the date on which the conversion of the Note was originally approved by the board, from \$0.08 to \$0.28 as of June 6, 2003), it would be inequitable for New Millennium to convert the Note at the originally agreed to \$0.05 per share price. Mr. Calvert, on behalf of New Millennium, and the Company orally agreed to rescind the agreement to convert the Note.

In addition, New Millennium orally agreed with the Company to extend the maturity date of the Note to a first payment due October 1, 2003 in the amount of \$100,000 and the balance of the principal due on April 1, 2004, with interest due according to the original terms of the Note (to correspond to the payment terms of the New Millennium Note), and furthermore to reduce the Company's obligation on the Note to the extent that New Millennium might be able to reduce its obligation on the New Millennium Note. While the prior holder of the Note, Summitt Ventures, purported to condition New Millennium's purchase on the conversion of the Note, Mr. Calvert has represented to the Company that due to Mr. Anderson's actions (as previously described by the Company in its Quarterly Report on Form 10-QSB for the quarter ended March 31, 2003), Mr. Calvert now believes that conversion of the Note is no longer a required term of the agreement between New Millennium and Summitt Ventures.

The Company was unable to make the \$100,000 payment on the Note on the extended due date of October 1, 2003. At a board meeting on October 15, 2003, the board decided to put the issue of conversion of the Note to the Company's stockholders at a special meeting of the stockholders scheduled for December 9, 2003. The stockholders meeting was held on December 9, 2003, but adjourned without a vote, because not enough shares to constitute a quorum were represented. The stockholders meeting was rescheduled for December 30, 2003, at which a quorum was also not present. Because this was the second attempt to obtain a quorum, and more than 4,000,000 additional shares were required to be voted to obtain a quorum, the board adjourned the meeting indefinitely. As a result, the Note was not converted into stock and the outstanding principal amount, together with accrued and unpaid interest, remains as a liability of the Company.

In conjunction with the Company's January 31, 2004 purchase of PMG (later rescinded in October 2004), and as a condition to purchase, the PMG Shareholders required the Company to convert the note so as to eliminate the obligation from the Company's balance sheet. At a meeting on February 10, 2004, the board of directors voted to convert the note into 30,869,992 shares of its common stock, at a conversion price of \$0.04, discounted 20% from the then market price of \$0.05. New Millennium agreed to this conversion. In arriving at a conversion price, the board of directors determined that a 20% discount to market price was

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appropriate based on a number of factors, including (i) the holding period of the stock will be two years, and thus is not liquid until that point, and (ii) the amount of the stock issued would make it impossible to liquidate the stock at the current market price. This discount was equal to the discount proposed to the stockholders in December 2003 at the abandoned stockholders meeting, and less than the discount used by the board at the first conversion attempt in April 2003.

The board approved the conversion knowing that, since its conversion was a condition imposed by the PMG Shareholders, they (who would hold 45% of the Company's common stock at the time of such meeting) would provide the additional shares necessary to obtain a quorum and formal stockholder approval. Stockholder approval was also necessary to increase the number of authorized shares necessary to convert the Note. However, due to lack of operational capital, the Company was unable to remain current in its SEC filings, and thus was unable to hold the required stockholder meeting.

In October 2004, as discussed in "Abandoned Acquisition" above, the Company, PMG and the PMG Stockholders rescinded the Stock Purchase Agreement. Because the board of director's decision to convert the Note was based in part on the requirements of the PMG Stock Purchase Agreement, the board on October 28, 2004, determined not to convert the Note. Considering that the Company at the time was a shell corporation with no operations, Mr. Calvert also agreed to extend the maturity of the Note indefinitely until the Company's status changed.

Accordingly, as of March 31, 2004, the principal amount of the loan, together with \$28,600 in accrued but unpaid interest, had not been repaid.

Under the terms of the New Millennium Note, it is possible that Summitt Ventures, Camden Holdings, and Summit Healthcare may have a claim to reacquire the shares of the Company's common stock that were sold to New Millennium. The New Millennium Note is purportedly secured by the purchased shares of the Company's common stock; however, New Millennium and Mr. Calvert believe that Mr. Anderson and his affiliates have not perfected their security interest in those shares. In addition, the Augustine Fund is the pledgee of 2,500,000 of these shares and has physical possession of those shares.

New Millennium has informed the Company's board of directors that New Millennium still intends to fully convert the Note to stock as soon as it is practical, following stockholder approval. As of the date of the filing of this report, the stockholder vote has not taken place and the Note has not been converted into shares of the Company's common stock.

Critical Accounting Policies

The SEC recently issued Financial Reporting release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" ("FRR 60"), suggesting companies provide additional disclosure and commentary on their most

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critical accounting policies. In FRR 60, the SEC defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: non-cash transactions and compensation valuations that affect the total expenses reported in the current period and/or values of assets received in exchange.

The Company has established a policy relative to the methodology to

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determine the value assigned to each intangible acquired with or licensed by the Company and/or services or products received for non-cash consideration of the Company's common stock. The value is based on the market price of the Company's common stock issued as consideration, at the date of the agreement of each transaction or when the service is rendered or product is received, as adjusted for applicable discounts.

The methods, estimates and judgments the Company uses in applying these most critical accounting policies have a significant impact on the results of the Company reports in its financial statements.

Item 3. Controls and Procedures

(a) Evaluation of disclosure controls and procedures: Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-QSB. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

(b) Changes in internal control over financial reporting: There was no change in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-QSB that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II

Item 1. Legal Proceedings

In June 2002, Geraldine Lyons, the Company's former Chief Financial Officer, sued the Company and the Company's former president Todd Sanders, for breach of her employment contract. The lawsuit was brought in the Circuit Court of the 11th Judicial Circuit in Miami-Dade County in Florida. Ms. Lyons seeks approximately \$25,000 due under the contract and the issuance of 100,000 shares of common stock, with a guarantee that the stock could be sold by Ms. Lyons for \$300,000. Ms. Lyons alleges that additional funds are due under her employment contract; that the contract requires the Company guarantee that she can sell for \$300,000 the 100,000 shares of stock the Company is required to issue her; and, that Mr. Sanders promised to purchase from her 100,000 shares of Company common stock held by her at the price of \$4.00 per share.

The Company has counter-sued Ms. Lyons for breach of fiduciary duty, fraud, violation of Section 12(a)(2) of the Securities Act of 1933, violation of Section 517.301 of the Florida Statutes, negligent misrepresentation, conversion and unjust enrichment resulting from the required restatement of the Company's financial statements for the years ended December 31, 2000 and December 31, 1999. The restatements corrected the previous omission of certain material expenses related primarily to compensation expense arising from warrants issued

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and repriced stock options, as well as other errors.

The case is ongoing at this time, although it is not being vigorously prosecuted by Ms. Lyons or the Company, in the Company's case primarily because the Company currently lacks the resources to do so. While the Company believes that it has meritorious positions in this litigation, given the inherent nature of litigation, it is not possible to predict the outcome of this litigation or the impact it would have on the Company.

In May 2004, the Company was sued by Flight Options, Inc., a jet plane leasing company, in the Superior Court of Orange County California. The lawsuit alleges that the Company owes Flight Options approximately \$418,300, pursuant to a five-year lease assigned to the Company by the Company's former president Todd Sanders, from his corporation, Devenshire Management Corporation. Management of the Company believes that the assignment of the lease was not properly authorized or approved by the Company, and that by Mr. Sander's failure to identify the lease in a December 2002 settlement agreement with the Company, he breached the terms of that settlement agreement and, pursuant to the settlement agreement, must indemnify the Company for any losses owed to Flight Options. The Company has cross-complained against Mr. Sanders for indemnity, and has added the affirmative claim of breach of fiduciary duty. The case is still in its initial discovery phase, and the Court recently set the case for trial in April 2005. While the Company believes that it has meritorious positions in this litigation, given the inherent nature of litigation, it is not possible to predict the outcome of this litigation or the impact it would have on the Company.

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On December 4, 2004, the Company was sued by the law firm of Enenstein Russell and Saltz, LLP to collect fees that had been billed to the Company in the amount of \$15,233, which had been disputed by the Company. The Company is defending its rights in the lawsuit. The case is in its beginning stage, and a trial date has not been set. While the Company believes that it has meritorious positions in this litigation, given the inherent nature of litigation, it is not possible to predict the outcome of this litigation or the impact it would have on the Company.

The Company is party to various other claims, legal actions and complaints arising periodically in the ordinary course of business. In the opinion of management, no such matters will have a material adverse effect on the Company's financial position or results of operations.

Item 2. Changes in Securities

On January 31, 2004, the Company issued 30,000,000 shares of its common stock to the PMG Shareholders pursuant to its obligations in the PMG Stock Purchase Agreement. The Stock Purchase Agreement was rescinded on October 14, 2004, effective as of January 31, 2004, and those shares were cancelled and returned to treasury.

In February 2004, the Company received gross and net proceeds of \$5,000 from an individual investor in connection with the sale of 156,250 shares of the Company's common stock. The issuance of the shares described above was made in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act of 1933, as amended.

On February 17, 2004, the Company issued 600,000 shares of its common stock to former convertible debenture holders to partially satisfy its obligations on a settlement agreement. The shares issued reduced the Company's settlement obligations by approximately \$17,000.

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On February 23, 2004, the Company issued a warrant that expires in five years to Sachi International, Inc. to purchase up to 3,000,000 shares of common stock at \$0.04 a share. The Warrant vests based on the amount of investment proceeds brought to the Company by the Holder, with 100% vesting if the Holder brings \$500,000 in investment capital. In the event less than \$500,000 is invested, the warrant vests in a pro-rata amount. The closing of any such investment shall be in the sole and absolute discretion of the Company. Sachi International, Inc. has not met the conditions for the warrant to vest.

On March 11, 2004, the Company issued 3,200,000 shares of its common stock to in exchange for services rendered to the Company. Of these shares, 3,000,000 were issued to members of the Company's board of directors, and 200,000 were issued to legal counsel, in the total amount of \$128,000.

On September 3, 2004, the Company received gross and net proceeds of \$25,000 from two individual investors in connection with the sale of 5,000,000 shares of the Company's common stock.

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On October 4, 2004, the Company received gross and net proceeds of \$50,000 from an outside investor and issued its convertible promissory note due and payable one year from the date of issuance. The note bears interest at a rate of 10% per annum, payable on the maturity date. The note can be converted, in whole or in part, into shares of the Company's Series A Preferred stock, on the basis of \$.005 per share, at any time prior to maturity by either the Company or the lender. Each share of Series A Preferred Stock may be converted by the holder into one share of the Company's common stock. If the noteholder converts the note into Series A Preferred Stock, on or after the note's original maturity date the noteholder may require the Company to buy back the shares of Series A Preferred Stock for 110% of the principal amount of the promissory note (the "Buy Back Provision"). If the Company is unable to do so, the Company's president, Dennis Calvert, has agreed to buy back the shares on the same terms. If shares of Series A Preferred Stock are converted into common stock, the holder has the right to include (piggyback) the shares of common stock in a registration of securities filed by the Company (other than on Form S-4 or Form S-8).

The Company's payment obligations under the note may be accelerated upon the following events: (i) the sale of the Company's assets outside the ordinary course of business; (ii) a breach of the representations and warranties contained within the agreement evidencing the loan; (iii) the failure to timely pay the note; (iv) the Company's default in any other loan obligation greater than \$100,000; (v) the Company's dissolution, liquidation, merger, consolidation, bankruptcy, or future insolvency; and (vi) the commencement of any suit that threatens to have a material adverse effect on the Company, including the entry of a final judgment or settlement in excess of \$100,000.

On November 4, 2004, the Company received gross and net proceeds of \$10,000 from an outside investor and issued a convertible promissory note on substantially the same terms as the previously described note.

On December 16, 2004, the Company issued 500,000 shares of its common stock to its remaining former convertible debenture holder to partially satisfy its obligations on a settlement agreement. The shares issued reduced the Company's settlement obligations by approximately \$8,700.

On January 6, 2005, the Company received gross and net proceeds of \$25,000 from an outside investor and issued a convertible promissory note on substantially the same terms as the previously described note.

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On January 7, 2005, the Company received gross and net proceeds of \$75,000 from two outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the notes do not include buy back provisions, and allow conversion into a total of 18,000,000 shares of common stock (at \$0.0042 per common share, rather than \$0.005 per Series A Preferred share).

On February 10, 2005, the Company amended its obligations to Dr. James Seay (the "noteholder") under its promissory note dated November 20, 2003 in the principal amount of \$50,000 and which matured on February 18, 2004. On the maturity date of the note the Company was obligated to pay the noteholder

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\$65,000. The Company has paid the noteholder \$30,000 and the balance of \$35,000 remains outstanding. The amendment to the note entered into on February 10, 2005, (i) extends the maturity date of the note to February 3, 2006, (ii) provides for interest to accrue at a rate of 10% per annum (15% upon default), and (iii) allows for the conversion of the note into 7,000,000 shares of the Company's common stock, or \$.005 per share.

In February, 2005, the Company received gross and net proceeds of \$16,000 from three outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the note does not include buy back provisions, and allow conversion into a total of 2,261,701 shares of common stock (at \$0.007 per common share, rather than \$0.005 per Series A Preferred share).

On February 24, 2005, the Company received gross proceeds of \$40,000 and net proceeds of \$36,000 from two outside investors and issued convertible promissory notes on substantially the same terms as the previously described notes, except the notes do not include buy back provisions, and allow conversion into a total of 4,000,000 shares of common stock (at \$0.01 per common share, rather than \$0.005 per Series A Preferred share).

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

Item 3. Defaults Upon Senior Securities

As of March 31, 2004, the Company was in default on the following senior securities:

(a) \$42,100 due to a former advisory board member on a promissory note dated November 20, 2003 which matured on February 18, 2004. As of the date of this filing, the amount owed on this indebtedness is \$35,000. On February 10, 2004, the maturity date of this note was extended to February 3, 2006. See Part II, Item 2 "Changes in Securities".

Item 4. Submission Of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

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Item 6. Exhibits and Reports on Form 8-K

The exhibits listed below are attached hereto and filed herewith:

Exhibit No. -----	Description -----
10.1	Unsecured Promissory Note dated March 7, 2005 in favor of Dennis Calvert. (previously filed as an exhibit to the Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004, originally filed with the SEC on March 18, 2005.)
31.1*	Certification of Chief Executive Officer of Quarterly Report Pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e).
31.2*	Certification of Chief Financial Officer of Quarterly Report Pursuant to 18 U.S.C. Section 1350.
32*	Certification of Chief Executive Officer and Chief Financial Officer of Quarterly Report pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e).

* Filed herewith

(a) Reports on Form 8-K.

On February 12, 2004, we filed with the SEC a Current Report on Form 8-K, regarding the proposed transaction with PMG. (Note, however, that on October 15, 2004, we filed with the SEC a Current Report on Form 8-K, regarding the rescission of this transaction.)

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: March 23, 2005	By: /s/ Dennis Calvert	NUWAY MEDICAL, INC.

		Dennis Calvert
		President, Chief Executive
		Officer and Interim Chief
		Financial Officer

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EXHIBIT INDEX

Exhibit No. -----	Description -----
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- 31.1 Certification of Chief Executive Officer of Quarterly Report Pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e).
- 31.2 Certification of Chief Financial Officer of Quarterly Report Pursuant to 18 U.S.C. Section 1350.
- 32 Certification of Chief Executive Officer and Chief Financial Officer of Quarterly Report pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e).

-30-

nt>(103,114)

Total stockholders' equity

41,517 39,248

Total Liabilities and Stockholders' Equity

\$726,147 \$853,300

See notes to condensed consolidated financial statements.

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NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except per share amounts)
(unaudited)

	For the Three Months Ended March 31,	
	2009	2008
REVENUE:		
Interest income-investment securities and loans held in securitization trusts	\$ 8,585	\$ 13,253
Interest expense-investment securities and loans held in securitization trusts	3,130	10,514
Net interest income from investment securities and loans held in securitization trusts	5,455	2,739
Interest expense – subordinated debentures	(824)	(959)
Interest expense – convertible preferred debentures	(537)	(506)
Net interest income	4,094	1,274
OTHER EXPENSE:		
Provision for loan losses	(629)	(1,433)
Impairment loss on investment securities	(119)	—
Realized gain (loss) on securities and related hedges	123	(19,848)
Total other expense	(625)	(21,281)
EXPENSE:		
Salaries and benefits	541	313
Professional fees	341	352
Management fees	182	109
Insurance	92	180
Other	414	477
Total expenses	1,570	1,431
INCOME (LOSS) FROM CONTINUING OPERATIONS	1,899	(21,438)
Income from discontinued operation - net of tax	155	180
NET INCOME (LOSS)	\$ 2,054	\$ (21,258)
Basic income (loss) per common share	\$ 0.22	\$ (4.19)
Diluted income (loss) per common share	\$ 0.22	\$ (4.19)
Dividends declared per share common share	\$ 0.18	\$ —
Weighted average shares outstanding-basic	9,320	5,070
Weighted average shares outstanding-diluted	11,820	5,070

See notes to condensed consolidated financial statements.

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

For the three months ended March 31, 2009

(dollar amounts in thousands)
(unaudited)

	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income	Total
Balance, January 1, 2009	\$ 93	\$ 150,790	\$ (103,114)	\$ (8,521)		\$ 39,248
Net income	—	—	2,054	—	\$ 2,054	2,054
Dividends declared	—	(1,678)	—	—	—	(1,678)
Increase in net unrealized gain on investment available for sale securities	—	—	—	1,478	1,478	1,478
Increase in derivative instruments utilized for cash flow hedge	—	—	—	415	415	415
Comprehensive income	—	—	—	—	\$ 3,947	
Balance, March 31, 2009	\$ 93	\$ 149,112	\$ (101,060)	\$ (6,628)		\$ 41,517

See notes to condensed consolidated financial statements.

NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollar amounts in thousands)
(unaudited)

	For the Three Months Ended March 31,	
	2009	2008
Cash Flows from Operating Activities:		
Net income (loss)	\$ 2,054	\$ (21,258)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	353	332
(Accretion) Amortization of (discount) premium on investment securities and mortgage loans held in securitization trusts	(98)	224
(Gain)loss on securities and related hedges	(123)	19,848
Impairment loss on investment securities	119	—
Provision for loan losses	629	1,109
Lower of cost or market adjustments	103	86
Changes in operating assets and liabilities:		
Accounts and accrued interest receivable	303	724
Prepaid and other assets	(281)	540
Due to loan purchasers	(19)	500
Accounts payable and accrued expenses	(1,687)	(3,039)
Payments received on loans held for sale	961	1,782
Net cash provided by operating activities:	2,314	848
Cash Flows from Investing Activities:		
Decrease in restricted cash	3,710	6,146
Purchases of investment securities	(7,728)	(801,746)
Proceeds from sale of investment securities	144,502	587,704
Principal repayments received on mortgage loans held in securitization trusts	11,492	30,754
Principal paydown on investment securities - available for sale	19,510	25,602
Net cash provided (used in) by investing activities	171,486	(151,540)
Cash Flows from Financing Activities:		
Proceeds from common stock issued (net)	—	56,628
Proceeds from convertible preferred debentures (net)	—	19,590
Payments made for termination of swaps	—	(8,333)
(Decrease) increase in financing arrangements	(126,147)	115,934
Collateralized debt obligation paydowns	(12,050)	(30,623)
Net cash (used in) provided by financing activities	(138,197)	153,196
Net Increase in Cash and Cash Equivalents	35,603	2,504
Cash and Cash Equivalents - Beginning of Period	9,387	5,508
Cash and Cash Equivalents - End of Period	\$ 44,990	\$ 8,012
Supplemental Disclosure		
Cash paid for interest	\$ 4,033	\$ 11,689
Non Cash Investing Activities		

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Purchase of investment securities	\$	8,998	\$	—
Proceeds from sale of investment securities	\$	18,203	\$	—
Non Cash Financing Activities				
Dividends declared to be paid in subsequent period	\$	1,678	\$	—

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NEW YORK MORTGAGE TRUST, INC. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Organization and Summary of Significant Accounting Policies

Organization - New York Mortgage Trust, Inc. together with its consolidated subsidiaries (“NYMT”, the “Company”, “we”, “our”, and “us”) is a self-advised real estate investment trust, or REIT, in the business of investing in residential adjustable rate mortgage-backed securities issued by a United States government-sponsored enterprise (“GSE” or “Agency”), such as the Federal National Mortgage Association (“Fannie Mae”), or the Federal Home Loan Mortgage Corporation (“Freddie Mac”), prime credit quality residential adjustable-rate mortgage (“ARM”) loans, or prime ARM loans, and non-agency mortgage-backed securities. We refer to residential adjustable rate mortgage-backed securities throughout this Quarterly Report on Form 10-Q as “RMBS” and RMBS issued by a GSE as “Agency RMBS”. We also invest, although to a lesser extent, in certain alternative real estate related and financial assets that present greater credit risk and less interest rate risk than our current RMBS investments and prime ARM loans. We refer to our investment in these alternative assets as our “alternative investment strategy.” We seek attractive long-term investment returns by investing our equity capital and borrowed funds in such securities. Our principal business objective is to generate net income for distribution to our stockholders resulting from the spread between the interest and other income we earn on our interest-earning assets and the interest expense we pay on the borrowings that we use to finance these assets, which we refer to as our net interest income.

The Company conducts its business through the parent company, NYMT, and several subsidiaries, including special purpose subsidiaries established for loan securitization purposes, a taxable REIT subsidiary (“TRS”) and a qualified REIT subsidiary (“QRS”). The Company conducts certain of its operations related to its alternative investment strategy through its wholly-owned TRS, Hypotheca Capital, LLC (“HC”), in order to utilize some or all of a net operating loss carry-forward held in HC that resulted from the Company's exit from the mortgage lending business. Prior to March 31, 2007, the Company conducted substantially all of its mortgage lending business through HC. The Company's wholly-owned QRS, New York Mortgage Funding, LLC (“NYMF”), currently holds certain mortgage-related assets under our principal investment strategy for regulatory compliance purposes. The Company also may conduct certain of its operations related to its alternative investment strategy through NYMF. The Company consolidates all of its subsidiaries under generally accepted accounting principals in the United States of America (“GAAP”).

The Company is organized and conducts its operations to qualify as a REIT for federal income tax purposes. As such, the Company will generally not be subject to federal income tax on that portion of its income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by the due date of its federal income tax return and complies with various other requirements.

Basis of Presentation - The condensed consolidated balance sheets at March 31, 2009 and December 31, 2008, the condensed consolidated statements of operations for the three months ended March 31, 2009 and 2008, and the condensed consolidated statements of cash flows for the three months ended March 31, 2009 and 2008 are unaudited. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted in accordance with Article 10 of Regulation S-X and the instructions to Form 10-Q. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission (“SEC”). The results of operations for the three months ended March 31, 2009 are not necessarily indicative of the operating results for the full year.

The accompanying condensed consolidated financial statements include our accounts and those of our consolidated subsidiaries. All significant intercompany amounts have been eliminated. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us 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 periods. Actual results could differ from those estimates.

New Accounting Pronouncements - In June 2007, the Emerging Issues Task Force (“EITF”) reached consensus on Issue No. 06-11, Accounting for Income Tax Benefits of Dividends on Share-Based Payment Award. EITF Issue No. 06-11 requires that the tax benefit related to dividend equivalents paid on restricted stock units that are expected to vest, be recorded as an increase to additional paid-in capital. The Company currently accounts for this tax benefit as a reduction to income tax expense. EITF Issue No. 06-11 is to be applied prospectively for tax benefits on dividends declared in fiscal years beginning after December 15, 2008, and the Company adopted the provisions of EITF Issue No. 06-11 during the first quarter of 2009. The adoption of EITF Issue No. 06-11 did not have a material effect on the Company’s condensed consolidated financial statements.

In December 2007, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 141, Business Combinations and issued SFAS No. 141(R) Business Combinations. SFAS No. 141(R) broadens the guidance of SFAS No. 141, extending its applicability to all transactions and other events in which one entity obtains control over one or more other businesses. It broadens the fair value measurement and recognition of assets acquired, liabilities assumed, and interests transferred as a result of business combinations; and it stipulates that acquisition related costs be generally expensed rather than included as part of the basis of the acquisition. SFAS No. 141(R) expands required disclosures to improve the ability to evaluate the nature and financial effects of business combinations. SFAS No. 141(R) is effective for all transactions the Company closes, on or after January 1, 2009. The Company adopted SFAS No. 141(R) as of January 1, 2009 and it has not had a material impact on the Company’s condensed consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51. SFAS No. 160 requires a noncontrolling interest in a subsidiary to be reported as equity and the amount of consolidated net income specifically attributable to the noncontrolling interest to be identified in the consolidated financial statements. SFAS No. 160 also calls for consistency in the manner of reporting changes in the parent’s ownership interest and requires fair value measurement of any noncontrolling equity investment retained in a deconsolidation. SFAS No. 160 is effective for the Company on January 1, 2009 and most of its provisions will apply prospectively. The Company adopted SFAS No. 160 as of January 1, 2009 and it has not had a material impact on the Company’s condensed consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position (“FSP”) No. 140-3, Accounting for Transfers of Financial Assets and Repurchase Financing Transactions. SFAS No. 140-3 requires an initial transfer of a financial asset and a repurchase financing that was entered into contemporaneously or in contemplation of the initial transfer to be evaluated as a linked transaction under SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities (“SFAS No. 140”) unless certain criteria are met, including that the transferred asset must be readily obtainable in the marketplace. The Company adopted FSP as of January 1, 2009 and it had no impact on the Company’s condensed consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities — an amendment of FASB Statement No. 133. SFAS No. 161 requires enhanced disclosures about an entity’s derivative and hedging activities, and is effective for financial statements the Company issues for fiscal years beginning after November 15, 2008, with early application encouraged. Because SFAS No. 161 requires only additional disclosures concerning derivatives and hedging activities, adoption of SFAS No. 161 did not affect the Company’s financial condition, results of operations or cash flows. The Company adopted SFAS No. 161 in the first quarter of 2009 and expanded the footnote disclosure included in the condensed consolidated financial statements (see note 4).

In May 2008, the FASB issued FSP No. APB 14-1, Accounting for Convertible Debt Instruments that may be Settled in Cash upon Conversion (Including Partial Cash Settlement). The FSP requires the initial proceeds from the sale of our convertible preferred debentures to be allocated between a liability component and an equity component. The resulting discount would be amortized using the effective interest method over the period the debt is expected to remain outstanding as additional interest expense. The FSP is effective for our fiscal year beginning on January 1, 2009 and requires retroactive application. The Company adopted FSP as of January 1, 2009 and it had no impact on

the Company's condensed consolidated financial statements.

On October 10, 2008, the FASB issued FSP SFAS No. 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active. SFAS FSP No. 157-3 clarifies the application of SFAS No. 157 in a market that is not active and provides an example to illustrate key consideration in determining the fair value of a financial asset when the market for that financial asset is not active. The issuance of FSP SFAS No. 157-3 did not have any impact on the Company's determination of fair value for its financial assets.

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In April 2009, the FASB issued FSP SFAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly (“FSP No. 157-4”), to provide additional guidance for estimating fair value in accordance with SFAS No. 157 when the volume and level of activity for the asset or liability have significantly decreased as well as on identifying circumstances that indicate that a transaction is not orderly. FSP No. 157-4 provides additional guidance on determining fair value when the volume and level of activity for the asset or liability have significantly decreased when compared with normal market activity for the asset or liability (or similar assets or liabilities). FSP No. 157-4 further amends SFAS 157 to require the disclosure in interim and annual periods of the inputs and valuation technique(s) used to measure fair value and a discussion of changes in valuation techniques and related inputs, if any, during the period. FSP No. 157-4 is effective for the Company’s interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. The Company is currently evaluating the impact the adoption of FSP No. 157-4 will have on the Company’s financial statements.

In April 2009, the FASB issued FSP SFAS No. 115-2 and SFAS No. 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, which provides additional guidance on the recognition, presentation and disclosure of losses in earnings for the impairment of investments in debt securities when changes in fair value of those securities are not regularly recognized in earnings (other-than-temporary impairment for debt securities). This FSP also requires additional disclosures regarding expected cash flows, credit losses, and aging of securities with unrealized losses. Under this FSP, an other than temporary impairment is taken if the Company intends or is forced to sell the related debt security before its anticipated recovery with any impairment charge recognized in the statements of income. Realized credit losses are also recognized in the statement of operations. The FSP is effective for the Company’s interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. The Company is currently evaluating the impact the adoption of FSP SFAS No. 115-2 and FSP SFAS No. 124-2 will have on the Company’s financial statements.

In April 2009, the FASB issued FSP SFAS No. 107-1 and APB No. 28-1, Interim Disclosures about Fair Value of Financial Instruments, to require 1) disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements and 2) disclosures in summarized financial information at interim periods. This FSP does not affect the ongoing requirement to report non-fair-value amounts on the face of the financial statements. This FSP further requires that an entity disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments and a description of changes in the method(s) and significant assumptions, if any, during the period. The FSP is effective for the Company’s interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. The Company is currently evaluating the impact the adoption of FSP SFAS No. 107-1 and APB No. 28-1 will have on the Company’s financial statements.

2. Investment Securities - Available for Sale

Investment securities available for sale consist of the following as of March 31, 2009 (dollar amounts in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Carrying Value
Agency Hybrid ARM Securities	\$ 248,467	3,007	—	\$ 251,474
Agency REMIC CMO Floaters	33,135	142	—	33,277
Private Label CMO Floaters	23,836	—	(4,499)	19,337
Collateralized Loan Obligations	8,998	—	—	8,998
NYMT Retained Securities	677	—	(133)	544
Total	\$ 315,113	3,149	(4,632)	\$ 313,630

Investment securities available for sale consist of the following as of December 31, 2008 (dollar amounts in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Carrying Value
Agency Hybrid Arm Securities	\$ 256,978	\$ 1,316	\$ (98)	\$ 258,196
Agency REMIC CMO Floaters	197,675	—	—	197,675
Private Label Floaters	25,047	—	(4,101)	20,946
NYMT Retained Securities	677	—	(78)	599
Total	\$ 480,377	\$ 1,316	\$ (4,277)	\$ 477,416

The Company commenced its alternative investment strategy by purchasing \$46.0 million face amount of CRATOS CLO I collateralized loan obligations (“CLO”) on March 31, 2009 at a purchase price of approximately \$9.0. This transaction closed on April 7, 2009. This marks the Company’s first investment under its alternative investment strategy.

During March 2009, the Company determined that the Agency CMO floaters in its portfolio were no longer producing acceptable returns and initiated a program for the purpose of disposing of these securities. As of March 31, 2009, the Company had sold approximately \$159.5 million in current par value of Agency CMO floaters for a net gain of approximately \$0.1 million. The remaining securities totaling \$34.3 million in current par value were sold during April 2009 and resulted in an additional net gain of \$22,760. As a result of this sale program, the Company incurred an additional impairment of \$0.1 million in the quarter ended March 31, 2009 as the Company no longer had the intent to hold the Agency CMO floaters. This loss will be offset by a gain of \$0.1 million realized in the second quarter of 2009 as a result of the sale.

Moreover, because the sale of these Agency CMO floaters occurred prior to filing of our Annual Report on Form 10-K for the year ended December 31, 2008, the Company determined that the unrealized losses related to our Agency CMO floaters were considered to be other than temporarily impaired as of December 31, 2008 and incurred a \$4.1 million impairment charge for the quarter ended December 31, 2008. In addition, we also determined that \$6.1 million in current par value of non-agency RMBS, which includes \$2.5 million in current par value of retained residual interest, had suffered an other-than-temporary impairment and, accordingly, recorded an impairment charge of \$1.2 million for the quarter and year ended December 31, 2008.

All RMBS securities held in investment securities available for sale, including Agency RMBS and investment and non-investment grade securities, are based on unadjusted price quotes for similar securities in active markets and are categorized as Level 2 per SFAS No. 157 (see note 10).

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The following tables set forth the stated reset periods and weighted average yields of our investment securities at March 31, 2009 (dollar amounts in thousands):

	Less than 6 Months		More than 6 Months		More than 24 Months		Total	
	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield
Agency Hybrid ARM Securities	\$ —	—	\$ 62,844	3.59%	\$ 188,630	4.02%	\$ 251,474	3.92%
Agency REMIC CMO Floaters	33,277	6.39%	—	—	—	—	33,277	6.39%
Private Label CMO Floaters	19,337	14.23%	—	—	—	—	19,337	14.23%
Collateralized Loan Obligations	8,998	25.28%	—	—	—	—	8,998	25.28%
NYMT Retained Securities (1)	475	15.00%	69	19.10%	—	—	544	15.52%
Total/Weighted average	\$ 62,087	11.64%	\$ 62,913	3.61%	\$ 188,630	4.02%	\$ 313,630	5.45%

(1)The NYMT retained securities includes \$0.1 million of residual interests related to the NYMT 2006-1 transaction.

The following table sets forth the stated reset periods and weighted average yields of our investment securities at December 31, 2008 (dollar amounts in thousands):

	Less than 6 Months		More than 6 Months		More than 24 Months		Total	
	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield
Agency Hybrid ARM Securities	\$ —	—	\$ 66,910	3.69%	\$ 191,286	4.02%	\$ 258,196	3.93%
Agency REMIC CMO Floaters	197,675	8.54%	—	—	—	—	197,675	8.54%
Private Label CMO Floaters	20,946	14.25%	—	—	—	—	20,946	14.25%
NYMT Retained Securities (1)	530	8.56%	—	—	69	16.99%	599	15.32%
Total/Weighted average	\$ 219,151	9.21%	\$ 66,910	3.69%	\$ 191,355	4.19%	\$ 477,416	6.51%

(1)The NYMT retained securities includes \$0.1 million of residual interests related to the NYMT 2006-1 transaction.

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The following table presents the Company's investment securities available for sale in an unrealized loss position, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2009. (dollar amounts in thousands):

	Greater than 12 months and less than 18 months		Total	
	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses
Non-Agency floaters	19,337	4,499	19,337	4,499
NYMT Retained Securities	475	133	475	133
Total	\$ 19,812	\$ 4,632	\$ 19,812	\$ 4,632

The following table presents the Company's investment securities available for sale in an unrealized loss position, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2008.

	Less than 12 Months		Total	
	Carrying Value	Gross Unrealized Losses	Carrying Value	Gross Unrealized Losses
Agency Hybrid ARM securities	9,406	98	9,406	98
Non-Agency floaters	18,119	4,101	18,119	4,101
NYMT retained security	530	78	530	78
Total	\$ 28,055	\$ 4,277	\$ 28,055	\$ 4,277

As of March 31, 2009 and the date of this filing, we have the intent and ability to hold our portfolio of securities which are currently in unrealized loss positions until recovery of their amortized cost, which may be until maturity. In assessing the Company's ability to hold its impaired RMBS, it considers the significance of each investment and the amount of impairment, as well as the Company's current and anticipated leverage capacity and liquidity position. In addition, the Company anticipates collecting all principal repayments owed on its non agency RMBS. Given the uncertain state of the financial markets, should conditions change that would require us to sell securities at a loss, we may no longer be able to assert that we have the ability to hold our remaining securities until recovery, and we would then be required to record impairment charges related to these securities. Substantially all of the Company's RMBS investment securities available for sale are pledged as collateral for borrowings under financing arrangements (see note 5).

3. Mortgage Loans Held in Securitization Trusts (net)

Mortgage loans held in securitization trusts (net) consist of the following as of March 31, 2009 and December 31, 2008 (dollar amounts in thousands):

	March 31, 2009	December 31, 2008
Mortgage loans principal amount	\$ 335,538	\$ 347,546
Deferred origination costs – net	2,122	2,197
Reserve for loan losses	(1,680)	(1,406)
Total	\$ 335,980	\$ 348,337

Reserve for Loan losses - The following table presents the activity in the Company's reserve for loan losses on mortgage loans held in securitization trusts for the three months ended March 31, 2009 and 2008 (dollar amounts in thousands).

	March 31,	
	2009	2008
Balance at beginning of period	\$ 1,406	\$ 1,647
Provisions for loan losses	629	1,433
Charge-offs	(355)	—
Balance of the end of period	\$ 1,680	\$ 3,080

All of the Company's mortgage loans held in securitization trusts are pledged as collateral for the collateralized debt obligations ("CDO") issued by the Company (see note 6). As of March 31, 2009, the Company's net investment in the securitization trusts, which is the maximum amount of the Company's investment that is at risk to loss and represents the difference between the carrying amount of the loans and the amount of CDO's outstanding, was \$12.4 million.

The following tables set forth delinquent loans in our securitization trusts as of March 31, 2009 and December 31, 2008 (dollar amounts in thousands):

March 31, 2009

Days Late	Number of Delinquent Loans	Total Dollar Amount	% of Loan Portfolio
30-60	7	\$ 4,686	1.40%
61-90	4	1,262	0.38%
90+	12	4,672	1.39%
Real estate owned through foreclosure	3	816	0.24%

December 31, 2008

Days Late	Number of Delinquent Loans	Total Dollar Amount	% of Loan Portfolio
30-60	3	\$ 1,363	0.39%
61-90	1	263	0.08%
90+	13	5,734	1.65%
Real estate owned through foreclosure	4	1,927	0.55%

4. Derivative Instruments and Hedging Activities

The Company enters into derivatives instruments to manage its interest rate risk exposure. These derivative instruments include interest rate swaps and caps entered into to reduce interest expense costs related to our repurchase agreements, collateralized debt obligations and our subordinated debentures. These derivative instruments are comprised of interest rate swaps and interest rate caps for the periods presented and are accounted for in accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended ("SFAS 133"). The Company's interest rate swaps are designated as cash flow hedges against the benchmark interest rate risk associated with its short term repurchase agreements. There were no costs incurred at the inception of our interest rate swaps, under which the Company agrees to pay a fixed rate of interest and receive a variable interest rate based on one month LIBOR, on the notional amount of the interest rate swaps. The Company's interest rate swap notional amounts are based on an amortizing schedule fixed at the start date of the transaction. The Company's interest rate cap transactions are designated as cashflow hedges against the bench mark interest rate risk associated with the collateralized debt

obligations and the subordinated debentures. The interest rate cap transactions were initiated with an upfront premium that is being amortized over the life of the contract.

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The Company documents its risk-management policies, including objectives and strategies, as they relate to its hedging activities, and upon entering into hedging transactions, documents the relationship between the hedging instrument and the hedged liability. The Company assesses, both at inception of a hedge and on an on-going basis, whether or not the hedge is “highly effective,” in accordance with FAS 133.

The Company discontinues hedge accounting on a prospective basis and recognizes changes in the fair value through earnings when: (i) it is determined that the derivative is no longer effective in offsetting cash flows of a hedged item (including forecasted transactions); (ii) it is no longer probable that the forecasted transaction will occur; or (iii) it is determined that designating the derivative as a hedge is no longer appropriate. The Company’s derivative instruments are carried on the Company’s balance sheet at fair value, as assets, if their fair value is positive, or as liabilities, if their fair value is negative. Since the Company’s derivative instruments are designated as “cash flow hedges,” changes in their fair value are recorded in other comprehensive (loss) income provided that the hedges are effective. A change in fair value for any ineffective amount of the Company’s derivative instruments would be recognized in earnings. The Company has not recognized any change in the value of its existing derivative instruments through earnings as a result of ineffectiveness of the hedge.

The following table presents the fair value of derivative instruments and their location in the Company’s condensed consolidated balance sheets at March 31, 2009 and December 31, 2008, respectively (amounts in thousands):

Derivative Designated as Hedging Instruments Under SFAS 133	Balance Sheet Location	March 31, 2009	December 31, 2008
Interest Rate Caps	Derivative Assets	\$ 9	\$ 22
Interest Rate Swaps	Derivative Liabilities	\$ 4,007	\$ 4,194

The following table presents the impact of the Company’s derivative instruments, on the Company’s accumulated other comprehensive income (loss) for the three months ended March 31, 2009 and 2008 (amounts in thousands):

Derivative Designated as Hedging Instruments Under SFAS 133	March 31, 2009	March 31, 2008
Accumulated other comprehensive loss for derivative instruments:		
Balance at beginning of the period	\$ (5,560)	\$ (1,951)
Unrealized gain (losses) on interest rate caps	229	(54)
Unrealized gain (losses) on interest rate swaps	187	(1,169)
Reclassification adjustment for net losses included in net income for hedges	—	—
Balance at the end of the period	\$ (5,144)	\$ (3,174)

The Company estimates that over the next 12 months, approximately \$1.6 million of the net unrealized gains on the interest rate swaps will be reclassified from accumulated other comprehensive income (loss) into earnings.

The following table details the impact of the Company’s interest rate swaps and interest rate caps included in interest expense for the three months ended March 31, 2009 and 2008 (amounts in thousands):

Derivative Designated as Hedging Instruments Under SFAS 133	March 31, 2009	March 31, 2008
Interest Rate Caps:		
Interest expense-investment securities and loans held in securitization trusts	\$ 160	\$ 189
Interest expense-subordinated debentures	81	(1)
Interest Rate Swaps:		
Interest expense-investment securities and loans held in securitization trusts	853	(16)

Interest Rate Swaps - The Company is required to pledge assets under a bi-lateral margin arrangement, including either cash or Agency RMBS, as collateral for its interest rate swaps, which collateral requirements vary by counterparty and change over time based on the market value, notional amount, and remaining term of the interest rate swap ("Swap"). In the event the Company was unable to meet a margin call under one of its Swap agreements, thereby causing an event of default or triggering an early termination event under one of its Swap agreements, the counterparty to such agreement may have the option to terminate all of such counterparty's outstanding Swap transactions with the Company. In addition, under this scenario, any close-out amount due to the counterparty upon termination of the counterparty's transactions would be immediately payable by the Company pursuant to the applicable agreement. The Company was in compliance with all margin requirements under its Swap agreements as of March 31, 2009 and December 31, 2008. The Company had \$4.0 million and \$4.2 million of restricted cash related to margin posted for Swaps as of March 31, 2009 and December 31, 2008, respectively.

The use of interest rate swaps exposes the Company to counterparty credit risks in the event of a default by a Swap counterparty. If a counterparty defaults under the applicable Swap agreement the Company may be unable to collect payments to which it is entitled under its Swap agreements, and may have difficulty collecting the assets it pledged as collateral against such Swaps. The Company currently has in place with all outstanding swap counterparties bi-lateral margin agreements thereby requiring a party to post collateral to the Company for any valuation deficit. This arrangement is intended to limit the Company's exposure to losses in the event of a counterparty default.

The following table presents information about the Company's interest rate swaps as of March 31, 2009 and December 31, 2008 (amounts in thousands):

Maturity (1)	March 31, 2009		December 31, 2008	
	Notional Amount	Weighted Average Fixed Pay Interest Rate	Notional Amount	Weighted Average Fixed Pay Interest Rate
Within 30 Days	\$ 2,700	2.99%	\$ 2,960	3.00%
Over 30 days to 3 months	5,070	2.99	5,220	3.00
Over 3 months to 6 months	7,410	2.99	7,770	2.99
Over 6 months to 12 months	12,210	2.99	13,850	2.99
Over 12 months to 24 months	69,060	3.01	48,640	2.99
Over 24 months to 36 months	13,370	3.02	34,070	3.03
Over 36 months to 48 months	19,270	3.07	7,560	3.01
Over 48 months	—	—	17,200	3.08
Total	\$ 129,090	3.00%	\$ 137,270	3.00%

(1) The Company enters into scheduled amortizing interest rate swap transactions whereby the Company pays a fixed rate of interest and receives one month LIBOR.

Interest Rate Caps – Interest rate caps are designated by the Company as cash flow hedges against interest rate risk associated with the Company's collateralized debt obligations and the subordinated debentures. The interest rate caps associated with the collateralized debt obligations are amortizing contractual notional schedules determined at origination and had \$457.6 million and \$434.4 million outstanding as of March 31, 2009 and December 31, 2008, respectively. These interest rate caps are utilized to cap the interest rate on the collateralized debt obligations at a fixed-rate when one month LIBOR exceeds a predetermined rate. In addition, the Company has an interest rate cap contract on \$25.0 million of subordinated debentures that effectively caps three month LIBOR at 3.75% until March 31, 2010.

5. Financing Arrangements, Portfolio Investments

The Company has entered into repurchase agreements with third party financial institutions to finance its RMBS portfolio. The repurchase agreements are short-term borrowings that bear interest rates typically based on a spread to LIBOR, and are secured by the securities which they finance. At March 31, 2009, the Company had repurchase agreements with an outstanding balance of \$276.2 million and a weighted average interest rate of 0.99%. As of December 31, 2008, the Company had repurchase agreements with an outstanding balance of \$402.3 million and a weighted average interest rate of 2.62%. At March 31, 2009 and December 31, 2008, securities pledged by the Company as collateral for repurchase agreements had estimated fair values of \$305.0 million and \$456.5 million, respectively. All outstanding borrowings under our repurchase agreements mature within 30 days. As of March 31, 2009, the average days to maturity for all repurchase agreements are 17 days. The Company had outstanding repurchase agreements with seven different financial institutions as of March 31, 2009 as compared to six as of December 31, 2008.

As of March 31, 2009, our Agency ARM RMBS are financed with \$227.4 million of repurchase agreement funding with an advance rate of 93% that implies a haircut of 7%, our Agency CMO floaters are financed with \$41.7 million of repurchase agreement financing with an advance rate of 89% that implies a haircut of 11%, and the non-Agency CMO floater was financed with \$7.1 million of repurchase agreements funding with an advance rate of 80% that implies a 20% haircut.

In the event we are unable to obtain sufficient short-term financing through repurchase agreements or otherwise, or our lenders start to require additional collateral, we may have to liquidate our investment securities at a disadvantageous time, which could result in losses. Any losses resulting from the disposition of our investment securities in this manner could have a material adverse effect on our operating results and net profitability.

As of March 31, 2009, the Company had \$45.0 million in cash and \$16.4 million in unencumbered securities, including \$11.8 million in Agency RMBS, to meet additional haircut or market valuation requirements.

6. Collateralized Debt Obligations

The Company's CDOs, which are recorded as liabilities on the Company's balance sheet, are secured by ARM loans pledged as collateral, which are recorded as assets of the Company. As of March 31, 2009 and December 31, 2008, the Company had CDOs outstanding of \$323.6 million and \$335.6 million, respectively. As of March 31, 2009 and December 31, 2008, the current weighted average interest rate on these CDOs was 0.90% and 0.85%, respectively. The CDOs are collateralized by ARM loans with a principal balance of \$335.5 million and \$347.5 million at March 31, 2009 and December 31, 2008, respectively. The Company retained the owner trust certificates, or residual interest for three securitizations, and, as of March 31, 2009 and December 31, 2008, had a net investment in the securitizations trusts after loan loss reserves of \$12.4 million and \$12.7 million, respectively.

The CDO transactions include amortizing interest rate cap contracts with an aggregate notional amount of \$457.6 million as of March 31, 2009 and an aggregate notional amount of \$456.9 million as of December 31, 2008, which are recorded as an asset of the Company. The interest rate caps are carried at fair value and totaled \$8,358 as of March 31, 2009 and \$18,575 as of December 31, 2008, respectively. The interest rate cap reduces interest rate risk exposure on these transactions.

7. Discontinued Operation

In connection with the sale of our mortgage origination platform assets during the quarter ended March 31, 2007, we classified our mortgage lending segment as a discontinued operation in accordance with the provisions of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. As a result, we have reported revenues and expenses related to the segment as a discontinued operation and the related assets and liabilities as assets and liabilities related to a discontinued operation for all periods presented in the accompanying condensed consolidated financial statements. Certain assets, such as the deferred tax asset, and certain liabilities, such as subordinated debt and liabilities related to leased facilities not assigned to Indymac, will become part of our ongoing operations and accordingly, we have not included these items as part of the discontinued operation in accordance with the provisions of SFAS No. 144.

Balance Sheet Data

The components of assets related to the discontinued operation as of March 31, 2009 and December 31, 2008 are as follows (dollar amounts in thousands):

	March 31, 2009	December 31, 2008
Accounts and accrued interest receivable	\$ 18	\$ 26
Mortgage loans held for sale(net)	4,313	5,377
Prepaid and other assets	453	451
Total assets	\$ 4,784	\$ 5,854

The components of liabilities related to the discontinued operation as of March 31, 2009 and December 31, 2008 are as follows (dollar amounts in thousands):

	March 31, 2009	December 31, 2008
Due to loan purchasers	\$ 527	\$ 708
Accounts payable and accrued expenses	2,844	2,858
Total liabilities	\$ 3,371	\$ 3,566

Statements of Operations Data

The statements of operations of the discontinued operation for the three months ended March 31, 2009 and 2008 are as follows (dollar amounts in thousands):

	For the Three Months Ended	
	March 31, 2009	March 31, 2008
Revenues	\$ 290	\$ 171
Expenses	135	(9)
Income from discontinued operation – net of tax	\$ 155	\$ 180

8. Commitments and Contingencies

Loans Sold to Investors - For loans originated and sold by our discontinued mortgage lending business, the Company is not exposed to long term credit risk. In the normal course of business however, the Company is obligated to repurchase loans based on violations of representations and warranties in the sale agreement, or early payment defaults. The Company did not repurchase any loans during the three months ended March 31, 2009.

The Company periodically receives repurchase requests, each of which management reviews to determine, based on management's experience, whether such requests may reasonably be deemed to have merits. As of March 31, 2009, we had a total of \$1.7 million of unresolved repurchase requests that management concluded may reasonably be deemed to have merit, against which the Company has a reserve of approximately \$0.4 million. The reserve is based on one or more of the following factors, including historical settlement rates, property value securing the loan in question and specific settlement discussion with third parties.

Outstanding Litigation - The Company is at times subject to various legal proceedings arising in the ordinary course of business. As of March 31, 2009, the Company does not believe that any of its current legal proceedings, individually or in the aggregate, will have a material adverse effect on its operations, financial condition or cash flows.

Leases - The Company leases its corporate offices and certain office space related to our discontinued mortgage lending operation and equipment under short-term lease agreements expiring at various dates through 2013. All such leases are accounted for as operating leases. Total rental expense for property and equipment amounted to \$49,170 for the three months ended March 31, 2009.

Letters of Credit – The Company maintains a letter of credit in the amount of \$178,200 in lieu of a cash security deposit for its current corporate headquarters, located at 52 Vanderbilt Avenue in New York City, for its landlord, Vanderbilt Associates I, L.L.C, as beneficiary. This letter of credit is secured by cash deposited in a bank account maintained at JP Morgan Chase bank.

9. Concentrations of Credit Risk

At March 31, 2009 and December 31, 2008, there were geographic concentrations of credit risk exceeding 5% of the total loan balances within mortgage loans held in the securitization trusts and retained interests in our REMIC securitization, NYMT 2006-1, as follows:

	March 31, 2009	December 31, 2008
New York	31.0 %	30.7%
Massachusetts	17.5 %	17.2 %
Florida	7.8 %	7.8 %
California	7.5 %	7.2 %
New Jersey	6.1 %	6.0 %

10. Fair Value of Financial Instruments

The Company adopted SFAS No. 157 effective January 1, 2008, and accordingly, all assets and liabilities measured at fair value utilize valuation methodologies in accordance with the statement. The Company has established and documented processes for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, then fair value is based upon internally developed models that primarily use inputs that are market-based or independently-sourced market parameters, including interest rate yield curves.

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of valuation hierarchy established by SFAS No. 157 are defined as follows:

Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following describes the valuation methodologies used for the Company’s financial instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

a. Investment Securities Available for Sale (RMBS) - Fair value for the RMBS in our portfolio is generally based on quoted prices provided by dealers who make markets in similar financial instruments. The dealers will incorporate common market pricing methods, including a spread measurement to the Treasury curve or Interest Rate Swap Curve as well as underlying characteristics of the particular security including coupon, periodic and life caps, collateral type, rate reset period and seasoning or age of the security. If quoted prices for a security are not reasonably available from a dealer, the security will be re-classified as a Level 3 security and, as a result, management will determine the fair value based on characteristics of the security that the Company receives from the issuer and based on available market information. Management reviews all prices used in determining valuation to ensure they represent current market

conditions. This review includes surveying similar market transactions, comparisons to interest pricing models as well as offerings of like securities by dealers. The Company's investment securities are valued based upon readily observable market parameters and are classified as Level 2 fair values.

b. Investment Securities Available for Sale (CLO) - The fair value of the CLO notes, as of March 31, 2009, was based on the purchase price for the CLO notes on March 31, 2009. In the future, the fair value of these assets will be determined by management by using a discounted future cash flows model that management believes would be used by market participants to value similar financial instruments. If a reliable market for these assets develops in the future, management will consider quoted prices provided by dealers who make markets in similar financial instruments in determining the fair value of the CLO notes. The CLO notes are classified as Level 3 fair values.

c. Interest Rate Swaps and Caps - The fair value of interest rate swaps and caps are based on using market accepted financial models as well as dealer quotes. The model utilizes readily observable market parameters, including treasury rates, interest rate swap spreads and swaption volatility curves. The Company's interest rate caps and swaps are classified as Level 2 fair values.

The following table presents, by SFAS No. 157 valuation hierarchy, the Company's financial instruments carried at fair value as of March 31, 2009 and December 31, 2008 on the condensed consolidated balance sheet (dollar amounts in thousands):

	Asset Measured at Fair Value on a Recurring Basis at March 31, 2009			
	Level 1	Level 2	Level 3	Total
Assets carried at fair value:				
Investment securities available for sale	\$ —	\$ 304,632	\$ 8,998	\$ 313,630
Derivative assets (interest rate caps)	—	9	—	9
Total	\$ —	\$ 304,641	\$ 8,998	\$ 313,639
Liabilities carried at fair value:				
Derivative liabilities (interest rate swaps)	\$ —	—\$ 4,007	\$ —	—\$ 4,007
Total	\$ —	—\$ 4,007	\$ —	—\$ 4,007

	Asset Measured at Fair Value on a Recurring Basis at December 31, 2008			
	Level 1	Level 2	Level 3	Total
Assets carried at fair value:				
Investment securities available for sale	\$ —	\$ 477,416	\$ —	\$ 477,416
Derivative assets (interest rate caps)	—	22	—	22
Total	\$ —	\$ 477,438	\$ —	\$ 477,438
Liabilities carried at fair value:				
Derivative liabilities (interest rate swaps)	\$ —	—\$ 4,194	\$ —	—\$ 4,194
Total	\$ —	—\$ 4,194	\$ —	—\$ 4,194

Any changes to the valuation methodology are reviewed by management to ensure the changes are appropriate. As markets and products develop and the pricing for certain products becomes more transparent, the Company continues to refine its valuation methodologies. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company uses inputs that are current as of the measurement date, which may include periods of market dislocation, during which time price transparency may be reduced. This condition could cause the Company's financial instruments to be reclassified from Level 2 to Level 3 in future periods.

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The following table presents assets measured at fair value on a non-recurring basis as of March 31, 2009 and December 31, 2008 on the condensed consolidated balance sheet (dollar amounts in thousands):

	Assets Measured at Fair Value on a Non-Recurring Basis at March 31, 2009				Total	Losses for the Three Months Ended March 31, 2009
	Level 1	Level 2	Level 3			
Mortgage loans held for sale (net)	\$	—\$	—\$	4,313	\$ 4,313	\$ 103
Mortgage loans held in securitization trusts (net) – impaired loans	\$	—\$	—\$	5,874	\$ 5,874	\$ 629

	Assets Measured at Fair Value on a Non-Recurring Basis at December 31, 2008				Total	Losses for the Three Months Ended March 31, 2008
	Level 1	Level 2	Level 3			
Mortgage loans held for sale (net)	\$	—\$	—\$	5,377	\$ 5,377	\$ 398
Mortgage loans held in securitization trusts (net) – impaired loans	\$	—\$	—\$	2,958	\$ 2,958	\$ 1,433

Mortgage Loans Held in Securitization Trusts (net) – Impaired Loans – Impaired mortgage loans in the securitization trusts are recorded at amortized cost less of specific loan loss reserves. Impaired loan value is based on net realizable value taking into consideration the aggregated characteristics of the loans such as, but not limited to, collateral type, index, interest rate, margin, length of fixed-rate period, life cap, periodic cap, underwriting standards, age and credit estimated using the estimated market prices for similar types of loans.

Mortgage Loans Held for Sale (net) – The fair value of mortgage loans held for sale (net) are estimated by the Company based on the price that would be received if the loans were sold as whole loans taking into consideration the aggregated characteristics of the loans such as, but not limited to, collateral type, index, interest rate, margin, length of fixed interest rate period, life cap, periodic cap, underwriting standards, age and credit.

11. Segment Reporting

Until March 31, 2007, the Company operated two reportable segments, the mortgage portfolio management segment and the mortgage lending segment. Upon the sale of substantially all the mortgage lending operating assets on March 31, 2007, the Company exited the mortgage lending business and accordingly, no longer reports segment information.

12. Capital Stock and Earnings per Share

The Company had 400,000,000 shares of common stock, par value \$0.01 per share, authorized with 9,320,094 shares issued and outstanding as of March 31, 2009, and 9,320,094 shares issued and outstanding as of December 31, 2008. The Company had 200,000,000 shares of preferred stock, par value \$0.01 per share, authorized, including 2,000,000 shares of Series A Cumulative Convertible Redeemable Preferred Stock (“Series A Preferred Stock”) authorized. As of March 31, 2009 and December 31, 2008, the Company had issued and outstanding 1,000,000 and 1,000,000 shares, respectively, of Series A Preferred Stock. Of the common stock authorized, 103,111 shares were reserved for issuance as restricted stock awards to employees, officers and directors pursuant to the 2005 Stock Incentive Plan. As of March 31, 2009, 103,111 shares remain reserved for issuance under the 2005 Plan.

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On February 21, 2008, the Company completed the issuance and sale of 7.5 million shares of its common stock in a private placement at a price of \$8.00 per share. This private offering of the Company's common stock generated net proceeds to the Company of \$56.5 million after payment of private placement fees and expenses. The Company filed a resale shelf registration statement on Form S-3 on April 4, 2008, registering for resale the 7.5 million shares issued in February 2008, which became effective on April 18, 2008.

The Board of Directors declared a one-for-two reverse stock split of the Company's common stock, effective on May 27, 2008, decreasing the number of shares then outstanding to approximately 9.3 million. All per share and share amounts provided in the quarterly report have been restated to give effect the reverse stock splits.

The following table presents cash dividends declared by the Company on its common stock from January 1, 2008 through March 31, 2009.

Period	Declaration Date	Record Date	Payment Date		Cash Dividend Per Share
First Quarter 2009	March 25, 2009	April 6, 2009	April 27, 2009	\$	0.18
Fourth Quarter 2008	December 23, 2008	January 7, 2009	January 26, 2009	\$	0.10
Third Quarter 2008	September 26, 2008	October 10, 2008	October 27, 2008		0.16
Second Quarter 2008	June 30, 2008	July 10, 2008	July 25, 2008		0.16
First Quarter 2008	April 21, 2008	April 30, 2008	May 15, 2008		0.12

The following table presents cash dividends declared by the Company on its Series A Preferred Stock from January 1, 2008 through March 31, 2009.

Period	Declaration Date	Record Date	Payment Date		Cash Dividend Per Share
First Quarter 2009	March 25, 2009	March 31, 2009	April 30, 2009	\$	0.50
Fourth Quarter 2008	December 23, 2008	December 31, 2008	January 30, 2009	\$	0.50
Third Quarter 2008	September 26, 2008	September 30, 2008	October 30, 2008		0.50
Second Quarter 2008	June 30, 2008	June 30, 2008	July 30, 2008		0.50
First Quarter 2008	April 21, 2008	March 31, 2008	April 30, 2008		0.50

The Company calculates basic net income (loss) per share by dividing net income (loss) for the period by the weighted-average shares of common stock outstanding for that period. Diluted net income (loss) per share takes into account the effect of dilutive instruments, such as convertible preferred stock, stock options and unvested restricted or performance stock, but uses the average share price for the period in determining the number of incremental shares that are to be added to the weighted-average number of shares outstanding.

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The following table presents the computation of basic and diluted net income (loss) per share for the periods indicated (in thousands, except per share amounts):

	For the Three Months Ended March 31	
	2009	2008
Numerator:		
Net income (loss) – Basic	\$ 2,054	\$ (21,258)
Net income (loss) from continuing operations	1,899	(21,438)
Net income from discontinued operation (net of tax)	155	180
Effect of dilutive instruments:		
Convertible preferred debentures (1)	537	506
Net income (loss) – Dilutive	2,591	(21,258)
Net income (loss) from continuing operations	2,436	(21,438)
Net income from discontinued operation (net of tax)	\$ 155	\$ 180
Denominator:		
Weighted average basis shares outstanding	9,320	5,070
Effect of dilutive instruments:		
Convertible preferred debentures (1)	2,500	2,028
Weighted average dilutive shares outstanding	11,820	5,070
Net Income Per Share:		
Basic EPS	\$ 0.22	\$ (4.23)
Basic income (loss) per common share from continuing operations	0.20	(4.19)
Basic income per common share from discontinued operation (net of tax)	0.02	0.04
Dilutive EPS	\$ 0.22	\$ (4.23)
Dilutive income (loss) per common share from continuing operations	0.21	(4.19)
Dilutive income per common share from discontinued operation (net of tax)	0.01	0.04

(1) – Amounts are excluded from dilutive calculation if it is anti-dilutive.

13. Convertible Preferred Debentures (net)

As of March 31, 2009, there were 1.0 million shares of our Series A Preferred Stock outstanding, with an aggregate redemption value of \$20.0 million and current dividend payment rate of 10% per year, subject to adjustment. The Series A Preferred Stock matures on December 31, 2010, at which time any outstanding shares must be redeemed by the Company at the \$20.00 per share liquidation preference. Pursuant to SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, because of this mandatory redemption feature, the Company classifies these securities as a liability on its balance sheet, and accordingly, the corresponding dividend as an interest expense.

We issued these shares of Series A Preferred Stock to JMP Group Inc. and certain of its affiliates for an aggregate purchase price of \$20.0 million. The Series A Preferred Stock entitles the holders to receive a cumulative dividend of 10% per year, subject to an increase to the extent any future quarterly common stock dividends exceed \$0.20 per share. The Series A Preferred Stock is convertible into shares of the Company's common stock based on a conversion price of \$8.00 per share of common stock, which represents a conversion rate of two and one-half (2 ½) shares of common stock for each share of Series A Preferred Stock.

14. Related Party Transactions

On January 18, 2008, the Company entered into an advisory agreement with Harvest Capital Strategies LLC (“HCS”) (formerly known as JMP Asset Management LLC), pursuant to which HCS is responsible for implementing and

managing the Company's investments in alternative real estate-related and financial assets, which is referred to in this report to as the "alternative investment strategy." The Company entered into the advisory agreement concurrent and in connection with its private placement of Series A Preferred Stock to JMP Group Inc. and certain of its affiliates. HCS is a wholly-owned subsidiary of JMP Group Inc. Pursuant to Schedule 13D's filed with the SEC, as of December 31, 2008, HCS and JMP Group Inc. beneficially owned approximately 16.8% and 12.2%, respectively, of the Company's common stock, and 100%, collectively, of its Series A Preferred Stock.

Pursuant to the advisory agreement, HCS is responsible for managing investments made by HC and NYMF, as well as any additional subsidiaries acquired or formed in the future to hold investments made on the Company's behalf by HCS. The Company refers to these subsidiaries in its periodic reports filed with the Securities and Exchange Commission as the "Managed Subsidiaries." On March 31, 2009, the Company commenced its alternative investment strategy by purchasing approximately \$9.0 million in collateralized loan obligations. The Company's investment in these assets was completed in connection with the acquisition by JMP Group Inc. of the investment adviser of the collateralized loan obligations. The Company expects that, from time to time in the future, certain of its alternative investments will take the form of a co-investment alongside or in conjunction with JMP Group Inc. or certain of its affiliates. In accordance with investment guidelines adopted by the Company's Board of Directors, any subsequent alternative investments by the Managed Subsidiaries must be approved by the Board of Directors and must adhere to investment guidelines adopted by the Board of Directors. The advisory agreement provides that HCS will be paid a base advisory fee that is a percentage of the "equity capital" (as defined in the advisory agreement) of the Managed Subsidiaries, which may include the net asset value of assets held by the Managed Subsidiaries as of any fiscal quarter end, and an incentive fee upon the Managed Subsidiaries achieving certain investment hurdles. For the year ended December 31, 2008, HCS earned a base advisory fee of approximately \$0.7 million on the net proceeds to the Company from its private offerings in each of January 2008 and February 2008. For the three months ended March 31, 2009, HCS earned a base advisory fee of approximately \$0.2 million. As of March 31, 2009, HCS was managing approximately \$9.0 million of assets on the Company's behalf.

15. Income Taxes

At March 31, 2009, the Company had approximately \$65.6 million of net operating loss carryforwards which may be used to offset future taxable income. The carryforwards will expire in 2024 through 2028. The Internal Revenue Code places certain limitations on the annual amount of net operating loss carryforwards that can be utilized if certain changes in the Company's ownership occur. The Company may have undergone an ownership change within the meaning of IRC section 382 that would impose such a limitation, but a final conclusion has not been made. Management does not believe that the limitation would cause a significant amount of the Company's net operating losses to expire unused.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain forward-looking statements. Forward-looking statements are those which are not historical in nature. They can often be identified by their inclusion of words such as "will," "anticipate," "estimate," "should," "expect," "believe," "intend" and similar expressions. Any projection of revenues, earnings, losses, capital expenditures, distributions, capital structure or other financial terms is a forward-looking statement. Certain statements regarding the following particularly are forward-looking in nature:

- our business strategy;
- future performance, developments, market forecasts or projected dividends;
- projected acquisitions or joint ventures; and
- projected capital expenditures.

It is important to note that the description of our business is general and our investment in real estate-related and certain alternative assets in particular, is a statement about our operations as of a specific point in time and is not meant to be construed as an investment policy. The types of assets we hold, the amount of leverage we use or the liabilities we incur and other characteristics of our assets and liabilities disclosed in this report as of a specified period of time are subject to reevaluation and change without notice.

Our forward-looking statements are based upon our management's beliefs, assumptions and expectations of our future operations and economic performance, taking into account the information currently available to us. Forward-looking statements involve risks and uncertainties, some of which are not currently known to us and many of which are beyond our control and that might cause our actual results, performance or financial condition to be materially different from the expectations of future results, performance or financial condition we express or imply in any forward-looking statements. Some of the important factors that could cause our actual results, performance or financial condition to differ materially from expectations are:

- our portfolio strategy and operating strategy may be changed or modified by our management without advance notice to you or stockholder approval and we may suffer losses as a result of such modifications or changes;
- our ability to successfully implement and grow our alternative investment strategy and to identify suitable alternative assets;
- market changes in the terms and availability of repurchase agreements used to finance our investment portfolio activities;
 - reduced demand for our securities in the mortgage securitization and secondary markets;
 - interest rate mismatches between our interest-earning assets and our borrowings used to fund such purchases;
 - changes in interest rates and mortgage prepayment rates;
- changes in the financial markets and economy generally, including the continued or accelerated deterioration of the U.S. economy;
 - effects of interest rate caps on our adjustable-rate mortgage-backed securities;

- the degree to which our hedging strategies may or may not protect us from interest rate volatility;
- potential impacts of our leveraging policies on our net income and cash available for distribution;
- our board's ability to change our operating policies and strategies without notice to you or stockholder approval;
- our ability to manage, minimize or eliminate liabilities stemming from the discontinued operation including, among other things, litigation, repurchase obligations on the sales of mortgage loans and property leases;
- actions taken by the U.S. and foreign governments, central banks and other governmental and regulatory bodies for the purpose of stabilizing the financial credit and housing markets, and economy generally, including loan modification programs;
 - changes to the nature of the guarantees provided by Fannie Mae and Freddie Mac; and
- the other important factors identified, or incorporated by reference into this report, including, but not limited to those under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk", and those described in Part I, Item 1A – "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2008, and the various other factors identified in any other documents filed by us with the SEC.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the events described by our forward-looking events might not occur. We qualify any and all of our forward-looking statements by these cautionary factors. In addition, you should carefully review the risk factors described in other documents we file from time to time with the SEC.

General

New York Mortgage Trust, Inc., together with its consolidated subsidiaries ("NYMT", the "Company", "we", "our", and "us") a self-advised real estate investment trust, or REIT, that invests primarily in real estate-related assets, including residential adjustable-rate mortgage-backed securities, which includes collateralized mortgage obligation floating rate securities ("RMBS"), and prime credit quality residential adjustable-rate mortgage ("ARM") loans ("prime ARM loans"), and to a lesser extent, in certain alternative real estate-related and financial assets that present greater credit risk and less interest rate risk than our historical investments in RMBS and prime ARM loans. Beginning in August 2007, our investment strategy focused on investments in RMBS issued or guaranteed by a U.S. government agency, such as the Government National Mortgage Association, ("Ginnie Mae"), or by a U.S. Government-sponsored entity, such as the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac"). We sometimes refer in this Quarterly Report on Form 10-Q to RMBS issued by a U.S. government agency or U.S. Government-sponsored entity as "Agency RMBS" and our historic investment strategy as our "principal investment strategy."

In January 2008, we formed a strategic relationship with JMP Group Inc., a full-service investment banking and asset management firm, and certain of its affiliates (collectively, the "JMP Group"), for the purpose of improving our capitalization and diversifying our investment strategy away from a strategy exclusively focused on investments in Agency RMBS, in part to achieve attractive risk-adjusted returns, and to potentially utilize all or part of a net operating loss carry-forward that resulted from our exit from the mortgage lending business in 2007. In connection with this strategic relationship and the investment by JMP Group Inc. and certain of its affiliates in \$20 million of our Series A Preferred Stock, we entered into an advisory agreement with Harvest Capital Strategies LLC ("HCS"), formerly known as JMP Asset Management LLC, pursuant to which HCS is responsible for implementing and managing our investments in alternative real estate-related and financial assets. Pursuant to the advisory agreement,

HCS is responsible for managing investments made by two of our wholly-owned subsidiaries, Hypotheca Capital, LLC (“HC,” also formerly known as The New York Mortgage Company, LLC), and New York Mortgage Funding, LLC, as well as any additional subsidiaries acquired or formed in the future to hold investments made on our behalf by HCS. We refer to these subsidiaries in our periodic reports filed with the SEC as the “Managed Subsidiaries.” Due to market conditions and other factors in 2008, we elected to forgo making investments in alternative real estate-related and financial assets and instead, exclusively focused our resources and efforts on preserving capital and investing in Agency RMBS. However, on March 31, 2009, we commenced our alternative investment strategy by opportunistically investing in \$9.0 million of collateralized loan obligations. We sometimes refer in this report to our investment in certain alternative real estate-related and financial assets, or equity interests therein, including, without limitation, certain non-Agency RMBS and other non-rated mortgage assets, commercial mortgage-backed securities, commercial real estate loans, collateralized loan obligations and other investments, as our “alternative investment strategy” and such assets as our “alternative assets.”

Our principal business objective is to generate net income for distribution to our stockholders resulting from the spread between the interest and other income we earn on our interest-earning assets and the interest expense we pay on the borrowings that we use to finance these assets, which we refer to as our net interest income. Because we intend to continue to qualify as a REIT for federal income tax purposes and to operate our business so as to be exempt from regulation under the Investment Company Act of 1940, we will be required to invest a substantial majority of our assets in qualifying real estate assets, such as agency RMBS, mortgage loans and other liens on and interests in real estate.

Recent Events

Commencement of Alternative Investment Strategy

On March 31, 2009, we commenced our alternative investment strategy by purchasing \$9 million of discounted notes issued by Cratos CLO I, Ltd. (the "CLO"), a collateralized loan obligation. The purchase of these assets closed on April 7, 2009. As of March 31, 2009, the CLO's portfolio was comprised of approximately \$466 million, par amount of senior secured corporate loans, extended to more than 74 different borrowers and is diversified by industry, geography and borrower classification. Our investment in the CLO was completed in connection with the acquisition of the CLO's investment adviser by JMP Group Inc., and is the type of transaction contemplated by the advisory agreement and our alternative investment strategy.

Our investment in the CLO was conducted through HC. HC maintains an approximately \$65.6 million net operating loss carry-forward. We expect to utilize a portion of this net operating loss carry forward to offset taxable income generated by these alternative assets. Pursuant to the advisory agreement, our investment in these assets will be managed by HCS.

Restructuring of Principal Investment Portfolio

As of December 31, 2008, our principal investment portfolio included approximately \$197.7 million of collateralized mortgage obligation floating rate securities issued by Fannie Mae or Freddie Mac, which we refer to as Agency CMO floaters. Following a review of our principal investment portfolio, we determined in March 2009 that the Agency CMO floaters held in our portfolio were no longer producing acceptable returns, and as a result, we decided to initiate a program to dispose of these securities on an opportunistic basis overtime. As of March 31, 2009, we had sold approximately \$159.5 million in current par value of Agency CMO floaters under this program resulting in a net gain of approximately \$0.1 million. As of the date of this report, we had sold all of our Agency CMO floaters, or approximately \$228.0 million in current par value of Agency CMO floaters, under this program resulting in a net gain of approximately \$0.1 million.

Known Material Trends and Commentary

General. The well publicized disruptions in the credit markets that began in 2007 escalated throughout 2008 and spread to the financial markets and the greater economy. The financial and credit markets continued to experience difficulties during most of the 2009 first quarter, but have shown signs of improvement more recently. However, the U.S. economy exhibited signs of a continued recession during the 2009 first quarter, with gross domestic product declining for the third consecutive quarter.

As discussed under the caption “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations Current Market Conditions and Known Material Trends” in our Annual Report on Form 10-K for the year ended December 31, 2008, U.S. and foreign governments, central banks and other governmental and regulatory bodies have taken or are considering taking numerous actions to address the financial and credit crisis and the global recession, such as the U.S. government’s passage of a \$787 billion economic stimulus plan and the Troubled Asset Relief Program, the Homeowner Affordability and Stability Plan (“HASP”), and the Federal Reserve Bank’s (“Federal Reserve”) commitment to purchase up to \$1.25 trillion of Agency RMBS. We refer you to the caption in our Form 10-K noted in the immediately preceding sentence for more information regarding these initiatives. The outcome of these events remain highly uncertain and we cannot predict whether or when such actions may occur or what impact, if any, such actions could have on our business, results of operations and financial condition.

Mortgage asset values. The Federal Reserve’s announcement on January 9, 2009 that it had begun to buy Agency RMBS, combined with Federal Reserve’s announcement in March 2009 of an increase of up to \$750 billion in its commitment to purchase Agency RMBS has resulted in a substantial increase in the sale prices of Agency RMBS. We believe that the stronger backing for the guarantors of Agency RMBS, resulting from the conservatorship of Fannie Mae and Freddie Mac, along with the U.S. Treasury’s commitment to purchase senior preferred stock in these companies and the Federal Reserve’s Agency RMBS purchase program has positively impacted the value of our Agency RMBS. However, we expect this positive impact to be partially offset in future months due expected increases in prepayment rates resulting from greater refinancing activity.

Financing markets and liquidity - Financing and liquidity markets showed signs of improvement in the 2009 first quarter. As of March 31, 2009, we had outstanding repurchase borrowings from seven counterparties, as compared to six counterparties at December 31, 2008 and five counterparties at September 30, 2008.

Financing costs and interest rates - As of March 31, 2009, 30-day LIBOR was 0.50 % while the Fed Funds effective rate was 0.16%, as compared to 30-day LIBOR of 0.44% and a Fed Funds effective rate of 0.14% at December 31, 2008. Because of continued uncertainty in the credit markets and U.S. economic conditions, we expect that interest rates are likely to remain at these historically low levels until such time as the economic data begin to confirm an improvement in the overall economy.

Prepayment rates. As a result of various government initiatives, rates on conforming mortgages have declined, nearing historical lows. Hybrid and adjustable-rate mortgage originations have declined substantially, as rates on these types of mortgages are comparable with rates available on 30-year fixed-rate mortgages. Moreover, the recent creation of the HASP is aimed to further assist homeowners in refinancing and to reduce potential foreclosures. Although we expect that the constant prepayment rate, or CPR, will trend upward during 2009 based on current market interest rates, future CPRs will be affected by the success of HASP and the timing and purpose of any future legislation, if any, and the resulting impact on borrowers’ ability to refinance, mortgage interest rates in the market and home values.

Presentation Format

In connection with the sale of substantially all of our wholesale and retail mortgage lending platform assets during the first quarter of 2007, we classified certain assets and liabilities related to our mortgage lending segment as a discontinued operation in accordance with the provisions of SFAS No. 144. As a result, we have reported revenues and expenses related to the segment as a discontinued operation and the related assets and liabilities as assets and liabilities related to a discontinued operation for all periods presented in the accompanying condensed consolidated financial statements. Our continuing operations are primarily comprised of what had been our portfolio management operations. In addition, certain assets such as the deferred tax asset, and certain liabilities, such as subordinated debt and liabilities related to leased facilities not assigned to Indymac, have become part of the ongoing operations of NYMT and accordingly, we have not classified as a discontinued operation in accordance with the provisions of SFAS No. 144.

The Company completed a one for two reverse stock split of its common stock in May 2008. All share amounts and earnings per share disclosures have been restated to reflect this reverse stock split.

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Significance of Estimates and Critical Accounting Policies

A summary of our critical accounting policies is included in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2008 and “Note 1 – Significant Accounting Policies” to the consolidated financial statements included therein. There have been no significant changes to those policies during 2009.

Summary of Operations

Net Interest Spread. For the three months ended March 31, 2009, our net income was dependent upon the net interest income (the interest income on portfolio assets net of the interest expense and hedging costs associated with such assets) generated from our portfolio of RMBS and mortgage loans held in securitization trusts, which was partially offset by losses on delinquent loans held in securitization trusts and certain other expenses. The net interest spread on our investment portfolio was 252 basis points for the quarter ended March 31, 2009, as compared to 131 basis points for the quarter ended December 31, 2008, and 85 basis points for the quarter ended March 31, 2008.

Financing. During the quarter ended March 31, 2009, we continued to employ a balanced and diverse funding mix to finance our investment portfolio and assets. At March 31, 2009, our RMBS portfolio was funded with approximately \$276.2 million of repurchase agreement borrowing, or approximately 40.3% of our total liabilities, at a weighted average interest rate of 0.99%. The Company’s average haircut on its repurchase borrowings was approximately 7.7% at March 31, 2009. As of March 31, 2009, the loans held in securitization trusts were permanently financed with approximately \$323.6 million of CDOs, or approximately 47.3% of our total liabilities at an average interest rate of 0.90%. The Company has a net equity investment of \$12.4 million in the securitization trusts.

At March 31, 2009 our leverage ratio for our RMBS investment portfolio, which we define as our outstanding indebtedness under repurchase agreements divided by the sum of stockholders’ equity and our convertible preferred debentures, was 5 to 1. Given the continued uncertainty in the credit markets, we believe that maintaining a leverage ratio in the range of 6 to 8 times is appropriate at this time.

Prepayment Experience. The cumulative prepayment rate (“CPR”) on our overall mortgage portfolio averaged approximately 12% during the three months ended March 31, 2009, as compared to 13% for the three months ended March 31, 2008. CPRs on our purchased portfolio of investment securities averaged approximately 12% for the period ended March 31, 2009, as compared to 7% for the period ended March 31, 2008. The CPRs on our mortgage loans held in our securitization trusts averaged approximately 12% during the three months ended March 31, 2009, as compared to 24% for the period ended March 31, 2008. When prepayment expectations over the remaining life of assets increase, we have to amortize premiums over a shorter time period resulting in a reduced yield to maturity on our investment assets. Conversely, if prepayment expectations decrease, the premium would be amortized over a longer period resulting in a higher yield to maturity. We monitor our prepayment experience on a monthly basis and adjust the amortization of our net premiums accordingly.

Financial Condition

As of March 31, 2009, we had approximately \$726.1 million of total assets, as compared to approximately \$853.3 million of total assets as of December 31, 2008. The decrease in total assets resulted primarily from the sale of substantially all of the CMO Agency floaters totaling approximately \$159.5 million, as discussed above.

Balance Sheet Analysis - Asset Quality

Investment Securities - Available for Sale - The following tables set forth the credit characteristics of our securities portfolio as of March 31, 2009 and December 31, 2008 (dollar amounts in thousands):

Credit Characteristics of Our Investment Securities

March 31, 2009	Sponsor or Rating	Par Value	Carrying Value	% of Portfolio	Coupon	Yield
Agency REMIC CMO floaters	FNMA/ FHLMC	\$ 34,279	\$ 33,277	11%	1.43%	6.39%
Agency Hybrid Arms	FNMA	243,456	251,474	80%	5.15%	3.92%
Private Label CMO Floaters	AAA-BBB	23,803	18,219	6%	1.34%	14.15%
Private Label CMO Floaters	Below BBB	1,863	1,118	0%	1.27%	15.50%
NYMT Retained Securities	AAA-BBB	609	475	0%	4.84%	15.00%
NYMT Retained Securities	Below BBB	2,459	69	0%	5.64%	19.10%
Collateralized Loan Obligations	A-BBB	25,700	5,758	2%	3.12%	20.03%
Collateralized Loan Obligations	Below BBB	20,250	3,240	1%	6.25%	34.61%
Total/Weighted average		\$ 352,419	\$ 313,630	100%	4.43%	5.45%

December 31, 2008	Sponsor or Rating	Par Value	Carrying Value	% of Portfolio	Coupon	Yield
Agency Hybrid ARMs	FNMA	\$ 251,810	\$ 258,196	54%	5.15%	3.93%
Agency REMIC CMO Floaters	FNMA/ FHLMC	203,638	197,675	41%	1.83%	8.54%
Private Label CMO floaters	AAA	23,289	18,118	4%	1.27%	15.85%
Private Label CMO floaters	Aa	3,648	2,828	1%	2.30%	4.08%
NYMT Retained Securities	AAA-BBB	609	530	0%	5.80%	8.56%
NYMT Retained Securities	Below BBB	2,462	69	0%	5.67%	16.99%
Total/Weighted average		\$ 485,456	\$ 477,416	100%	3.55%	6.51%

Mortgage Loans Held in Securitization Trusts (net)- Included in our portfolio are ARM loans that we originated or purchased in bulk from third parties that met our investment criteria and portfolio requirements. These loans were initially classified as “mortgage loans held for investment” during a period of aggregation and until the portfolio reaches a size sufficient for us to securitize such loans. Once the securitization of these loans qualified as a financing for SFAS No. 140 purposes, the loans were then re-classified as “mortgage loans held in securitization trusts.”

New York Mortgage Trust 2006-1, qualified as a sale under SFAS No. 140, which resulted in the recording of residual assets and mortgage servicing rights. As of March 31, 2009 the residual assets totaled \$0.1 million and are included in investment securities available for sale.

The following table details mortgage loans held in securitization trusts at March 31, 2009 (dollar amounts in thousands):

	Par Value	Coupon	Carrying Value	Yield
March 31, 2009	\$ 335,538	5.54%	\$ 335,980	5.57%

At March 31, 2009, mortgage loans held in securitization trusts totaled approximately \$336.0 million, or 46.3% of our total assets. Of this mortgage loan investment portfolio, 100% are traditional ARMs or hybrid ARMs, 81% of which are ARM loans that are interest only. On our hybrid ARMs, interest rate reset periods are predominately five years or less and the interest-only/amortization period is typically 10 years, which mitigates the “payment shock” at the time of interest rate reset. No loans in our investment portfolio of mortgage loans are option-ARMs or ARMs with negative amortization.

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The following table sets forth the composition of our portfolio of mortgage loans held in securitization trusts and retained interests in our REMIC securitization, NYMT 2006-1, as of March 31, 2009 (dollar amounts in thousands):

	# of Loans	Par Value	Carrying Value
Loan Characteristics:			
Mortgage loans held in securitization trusts	772	\$ 335,538	\$ 335,980
Retained interest in securitization (included in investment securities available for sale)	323	170,273	544
Total loans held	1,095	\$ 505,811	\$ 336,524
	Average	High	Low
General Loan Characteristics:			
Original Loan Balance (dollar amounts in thousands)	\$ 489	\$ 3,500	\$ 48
Coupon Rate	5.60%	7.75%	1.50%
Gross Margin	2.33%	5.00%	1.13%
Lifetime Cap	11.19%	13.38%	9.13%
Original Term (Months)	360	360	360
Remaining Term (Months)	316	324	280
Average Months to Reset	16	49	1
Original Average FICO Score	736	820	593
Original Average LTV	70.0	95.0	10.9

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The following table details loan summary information for loans held in securitization trust at March 31, 2009 (dollar amounts in thousands)

Property Type	Description	Loan Count	Interest Rate %			Final Maturity	Periodic Payment	Prior Liens	Original Principal of Mortgage	Current Principal of Mortgage	Principal Amount of Loans Subject to Delinquent or Interest
			Max	Min	Avg						
Single	<= \$100	12	7.75	4.00	5.20 11/30/35	360	NA	\$ 1,595	\$ 843	\$ -	
Family	<=\$250	92	7.50	4.75	5.50 11/30/35	360	NA	18,646	16,567	605	
	<=\$500	140	7.13	4.25	5.90 10/30/36	360	NA	51,908	49,131	2,204	
	<=\$1,000	61	6.38	1.75	5.70 11/30/35	360	NA	45,245	43,323	2,659	
	>\$1,000	33	6.75	1.63	5.50 10/30/36	360	NA	57,617	55,656	1,999	
	Summary	338	7.75	1.63	5.90 10/30/36	360	NA	\$ 175,011	\$ 165,520	\$ 7,467	
2-4 FAMILY	<= \$100	1	6.63	6.63	6.20 10/30/35	360	NA	\$ 80	\$ 76	\$ -	
	<=\$250	6	6.75	4.38	5.20 10/30/35	360	NA	1,115	1,008	-	
	<=\$500	20	7.25	2.25	5.90 10/30/36	360	NA	7,456	7,246	513	
	<=\$1,000	4	6.88	5.38	5.90 10/30/35	360	NA	3,068	3,045	-	
	>\$1,000	-	-	-	-	360	NA	-	-	-	
	Summary	31	7.25	2.25	5.90 10/30/36	360	NA	\$ 11,719	\$ 11,375	\$ 513	
Condo	<= \$100	16	6.00	4.38	5.40 11/30/35	360	NA	\$ 2,119	\$ 1,125	\$ -	
	<=\$250	93	6.50	4.50	5.80 10/30/36	360	NA	18,494	16,834	245	
	<=\$500	87	6.88	1.63	5.90 11/30/35	360	NA	30,352	29,215	915	
	<=\$1,000	34	6.13	1.75	5.80 11/30/35	360	NA	25,210	23,530	546	
	>\$1,000	14	6.13	5.13	5.50 10/30/35	360	NA	21,488	20,953	-	
	Summary	244	6.88	1.63	5.80 10/30/36	360	NA	\$ 97,663	\$ 91,657	\$ 1,706	
CO-OP	<= \$100	3	5.63	4.75	5.00 10/30/35	360	NA	\$ 230	\$ 221	\$ -	
	<=\$250	24	6.25	4.00	5.00 11/30/35	360	NA	4,710	4,305	-	
	<=\$500	40	6.38	1.50	5.80 11/30/35	360	NA	16,469	14,996	-	
	<=\$1,000	27	5.63	4.75	5.20 11/30/35	360	NA	20,074	18,556	-	
	>\$1,000	5	6.00	2.38	4.80 11/30/35	360	NA	7,544	7,033	-	
	Summary	99	6.38	1.50	5.80 11/30/35	360	NA	\$ 49,027	\$ 45,111	\$ -	
PUD	<= \$100	3	5.63	5.25	5.30 10/30/35	360	NA	\$ 938	\$ 229	\$ -	
	<=\$250	25	6.50	4.38	5.40 11/30/35	360	NA	5,275	4,653	-	
	<=\$500	21	7.63	4.38	5.80 11/30/35	360	NA	7,409	7,167	934	
	<=\$1,000	7	5.88	4.75	5.50 11/30/35	360	NA	4,746	4,631	-	
	>\$1,000	4	6.13	5.22	5.70 11/30/35	360	NA	5,233	5,195	-	
	Summary	60	7.63	4.38	5.80 10/30/36	360	NA	\$ 23,601	\$ 21,875	\$ 934	
Summary	<= \$100	35	7.75	4.00	5.00 11/30/35	360	NA	\$ 4,962	\$ 2,494	\$ -	
	<=\$250	240	7.50	4.00	5.80 10/30/36	360	NA	48,240	43,367	850	
	<=\$500	308	7.63	1.50	5.80 10/30/36	360	NA	113,594	107,755	4,566	
	<=\$1,000	133	6.88	1.75	5.70 11/30/35	360	NA	98,343	93,085	3,205	
	>\$1,000	56	6.75	1.63	5.50 10/30/36	360	NA	91,882	88,837	1,999	
	Grand Total / Weighted Average	772	7.75	1.50	5.80 10/30/36	360	NA	\$ 357,021	\$ 335,538	\$ 10,620	

The following table details activity for loans held in securitization trust for the three months ended March 31, 2009.

	Current Principal	Premium	Loan Reserve	Net Carrying Value
Balance, January 1, 2009	\$ 347,546	\$ 2,197	\$ (1,406)	\$ 348,337
Additions	—	—	—	—
Principal repayments	(12,008)	—	—	(12,008)
Provision for loan losses	—	—	(629)	(629)
Charge-offs	—	—	355	355
Amortization for premium	—	(75)	—	(75)
Balance, March 31, 2009	\$ 335,538	\$ 2,122	\$ (1,680)	\$ 335,980

Cash and cash equivalents - We had unrestricted cash and cash equivalents of \$45.0 million at March 31, 2009 versus \$9.4 million at December 31, 2008.

Restricted Cash - Restricted cash of \$4.2 million at March 31, 2009 includes amounts held as collateral for two letters of credit related to the Company's lease of office space, including its corporate headquarters. Restricted cash of \$7.9 million at December 31, 2008, includes amounts held by counterparties as collateral for hedging instruments and a repurchase agreement and amounts held as collateral for two letters of credit related to the Company's lease of office space, including its corporate headquarters.

Accounts and accrued interest receivable - Accounts and accrued interest receivable includes accrued interest receivable for the investment securities and mortgage loans held in securitization trusts.

Prepaid and other assets - Prepaid and other assets totaled \$1.5 million as of March 31, 2009 and \$1.2 million as of December 31, 2008. Prepaid and other assets consist mainly of \$0.5 million of capitalization expenses related to equity and bond issuance cost, \$0.4 million of escrow advances related to our securitizations and \$0.2 million of capitalized servicing costs related to our securitization accounted for as a sale.

Assets Related to Discontinued Operation:

Mortgage Loans Held for Sale (net) - Mortgage loans that we have originated but do not intend to hold for investment and are held pending sale to investors are classified as mortgage loans held for sale. We had mortgage loans held for sale (net) of \$4.3 million at March 31, 2009 as compared to \$5.4 million at December 31, 2008.

Balance Sheet Analysis - Financing Arrangements

Financing Arrangements, Portfolio Investments - As of March 31, 2009 and December 31 2008, there were approximately \$276.2 million and \$402.3 million of repurchase borrowings outstanding, respectively. Our repurchase agreements typically have terms of 30 days or less. As of March 31, 2009, the current weighted average borrowing rate on these financing facilities was 0.99% as compared to 2.62% as of December 31, 2008.

Collateralized Debt Obligations - As of March 31, 2009 and December 31, 2008, we have CDOs outstanding of approximately \$323.6 million and \$335.6 million, respectively, with an average interest rate of 0.90% and 0.85%, respectively.

Subordinated Debentures - As of March 31, 2009, we have trust preferred securities outstanding of \$44.7 million with an average interest rate of 6.48%. As of December 31, 2008, we had trust preferred securities outstanding of \$44.6 million with an average interest rate of 6.61%. The securities are fully guaranteed by the Company with respect to distributions and amounts payable upon liquidation, redemption or repayment. These securities are classified as

subordinated debentures in the liability section of our consolidated balance sheet.

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Convertible Preferred Debentures - As of March 31, 2009 and December 31, 2008, there were 1.0 million shares of our Series A Preferred Stock outstanding with an aggregate redemption value of \$20.0 million. The Series A Preferred Stock entitles the holders to receive a cumulative dividend of 10% per year, subject to an increase to the extent any future quarterly common stock dividends exceed \$0.20 per share. The Series A Preferred Stock is convertible into shares of our common stock based on a conversion price of \$8.00 per share of common stock, which represents a conversion rate of two and one-half (2 1/2) shares of common stock for each share of Series A Preferred Stock. The Series A Preferred Stock matures on December 31, 2010, at which time any outstanding shares must be redeemed by us at the \$20.00 per share liquidation preference. Pursuant to SFAS No. 150, because of this mandatory redemption feature, we classify these securities as convertible preferred debentures in the liability section of our balance sheet.

Derivative Assets and Liabilities - We generally attempt to hedge only the risk related to changes in the interest rates, usually a London LIBOR or a U.S. Treasury rate.

In order to mitigate these risks, we enter into interest rate swap agreements whereby we receive floating rate payments in exchange for fixed rate payments, effectively converting the borrowing to a fixed rate. We also enter into interest rate cap agreements whereby, in exchange for a fee, we are reimbursed for interest paid in excess of a contractually specified capped rate.

Derivative financial instruments contain credit risk to the extent that the institutional counterparties may be unable to meet the terms of the agreements. We minimize this risk by using multiple counterparties and limiting our counterparties to major financial institutions with good credit ratings. The Company regularly monitors the potential risk of loss with any one party resulting from this type of credit risk. In addition, the Company has in place with all outstanding swap counterparties bi-lateral margin agreements thereby requiring a party to post collateral to the Company for any valuation deficit. This arrangement is intended to limit the Company's exposure to losses in the event of a counterparty default. Accordingly, we do not expect any material losses as a result of default by other parties.

We enter into derivative transactions solely for risk management purposes and not for speculation. The decision of whether or not a given transaction (or portion thereof) is hedged is made on a case-by-case basis, based on the risks involved and other factors as determined by senior management, including the financial impact on income and asset valuation and the restrictions imposed on REIT hedging activities by the Internal Revenue Code, among others. In determining whether to hedge a risk, we may consider whether other assets, liabilities, firm commitments and anticipated transactions already offset or reduce the risk. All transactions undertaken as a hedge are entered into with a view towards minimizing the potential for economic losses that could be incurred by us. Generally, all derivatives entered into are intended to qualify as cashflow hedges in accordance with GAAP, unless specifically precluded under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities ("SFAS No. 133"). To this end, the terms of the hedges are matched closely to the terms of the hedged items to minimize ineffectiveness. We closely monitor the hedge's effectiveness and record the related ineffectiveness into earnings.

The following table summarizes the estimated fair value of derivative assets and liabilities as of March 31, 2009 and December 31, 2008 (dollar amounts in thousands):

	March 31, 2009	December 31, 2008
Derivative Assets:		
Interest rate caps	\$ 9	\$ 22
Total	\$ 9	\$ 22
Derivative Liabilities:		
Interest rate swaps	\$ 4,007	\$ 4,194
Total	\$ 4,007	\$ 4,194

Balance Sheet Analysis - Stockholders' Equity

Stockholders' equity at March 31, 2009 was \$41.5 million and included \$6.6 million of net unrealized losses on available for sale securities and cash flow hedges presented as accumulated other comprehensive loss.

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Results of Operations

Overview of Performance

For the three months ended March 31, 2009 we reported net income of \$2.1 million as compared to a net loss of \$21.3 million, for the same period in 2008.

The main components of the change in net income (loss) for the three months ended March 31, 2009 as compared to the same period for the prior year are detailed in the following table (dollar amounts in thousands):

	For the Three Months Ended March 31,		
	2009	2008	Difference
Net interest income from investment securities and loans held in securitization trusts	\$ 5,455	\$ 2,739	\$ 2,716
Net interest income	4,094	1,274	2,820
Provision for loan losses	(629)	(1,433)	(804)
Impairment loss on securities	(119)	—	(119)
Realized gain (loss) on securities and related hedges	123	(19,848)	19,971
Total expenses	1,570	1,431	139
Income (loss) from continuing operations	1,899	(21,438)	23,337
Income from discontinued operation - net of tax	155	180	(25)
Net income (loss)	\$ 2,054	\$ (21,258)	\$ 23,312
Basic income (loss) per common share	\$ 0.22	\$ 4.19	\$ 2.32

The increase in net income of approximately \$23.3 million was due primarily to significantly improved operating conditions and a lower interest rate environment during the period ended March 31, 2009. Lower interest rates during the three months ended March 31, 2009 resulted in an a \$2.8 million improvement in net interest margin as compared to the three months ended March 31, 2008. The large loss recorded in the 2008 first quarter was primarily a result of the March 2008 market disruption and the Company's response to such disruption. The company sold an aggregate of \$592.8 million of Agency RMBS in its portfolio during March 2008 in an effort to reduce its leverage and improve its liquidity position in response to the market disruption of March 2008, and incurred a loss of \$15.0 million. In addition, the Company terminated a total of \$517.7 million of notional interest rate swaps in the quarter ended March 31, 2008, resulting in a realized loss of \$4.8 million.

Comparative Net Interest Income

Our results of operations for our mortgage portfolio during a given period typically reflect the net interest spread earned on our investment portfolio of residential mortgage loans and RMBS. The net interest spread is impacted by factors such as our cost of financing, the interest rate our investments are earning and our interest hedging strategies. Furthermore, the amount of premium or discount paid on purchased portfolio investments and the prepayment rates on portfolio investments will impact the net interest spread as such factors will be amortized over the expected term of such investments. Loan losses due to defaults and repurchase obligations may also negatively impact our earnings.

The following table sets forth the changes in net interest income, yields earned on mortgage loans and securities and rates on financial arrangements for the three months ended March 31, 2009 and 2008 (dollar amounts in thousands, except as noted):

	For the Three Months Ended March 31,					
	2009			2008		
	Average Balance	Amount (\$ Millions)	Yield/ Rate	Average Balance	Amount (\$ Millions)	Yield/ Rate
Interest income:						
Investment securities and loans held in the securitization trusts	\$ 798.7	\$ 8,436	4.22%	\$ 1,019.5	\$ 13,346	5.24%
Amortization of net premium	(1.5)	149	0.09%	(0.3)	(93)	(0.04)%
Interest income/weighted average	\$ 797.20	\$ 8,585	4.31%	\$ 1,019.2	\$ 13,253	5.20%
Interest expense:						
Investment securities and loans held in the securitization trusts	\$ 690.7	\$ 3,130	1.79%	\$ 957.2	\$ 10,514	4.35%
Subordinated debentures	45.0	824	7.24%	45.0	959	8.43%
Convertible preferred debentures	20.0	537	10.62%	20.0	506	10.01%
Interest expense/weighted average	\$ 755.7	\$ 4,491	2.35%	\$ 1,022.2	\$ 11,979	4.64%
Net interest income/weighted average		\$ 4,094	1.96%		\$ 1,274	0.56%

The increase in net interest income for three months ended March 31, 2009, as compared to the same period of 2008 is due to a more favorable interest rate environment and significant portfolio restructuring in 2008. In addition, our loans held in securitization trusts contributed approximately \$3.5 million in additional net interest margin in the period ended March 31, 2009 as compared to the same period in 2008.

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The following table sets forth, among other things, the net interest spread, since inception, for our portfolio of investment securities available for sale, mortgage loans held for investment and mortgage loans held in securitization trusts, excluding the costs of our subordinated debentures and convertible preferred debentures.

Quarter Ended	Average Interest Earning Assets (\$ millions)	Weighted Average Coupon	Weighted Average Cash Yield on Interest Earning Assets	Cost of Funds	Net Interest Spread	Constant Prepayment Rate (CPR)
March 31, 2009	\$ 797.2	4.22%	4.31%	1.79%	2.52%	12.3%
December 31, 2008	\$ 841.7	4.77%	4.65%	3.34%	1.31%	9.2%
September 30, 2008	\$ 874.5	4.81%	4.72%	3.36%	1.36%	13.8%
June 30, 2008	\$ 899.3	4.86%	4.78%	3.35%	1.43%	14.0%
March 31, 2008	\$ 1,019.2	5.24%	5.20%	4.35%	0.85%	13.0%
December 31, 2007	\$ 799.2	5.90%	5.79%	5.33%	0.46%	19.0%
September 30, 2007	\$ 865.7	5.93%	5.72%	5.38%	0.34%	21.0%
June 30, 2007	\$ 948.6	5.66%	5.55%	5.43%	0.12%	21.0%
March 31, 2007	\$ 1,022.7	5.59%	5.36%	5.34%	0.02%	19.2%
December 31, 2006	\$ 1,111.0	5.53%	5.35%	5.26%	0.09%	17.2%
September 30, 2006	\$ 1,287.6	5.50%	5.28%	5.12%	0.16%	20.7%
June 30, 2006	\$ 1,217.9	5.29%	5.08%	4.30%	0.78%	19.8%
March 31, 2006	\$ 1,478.6	4.85%	4.75%	4.04%	0.71%	18.7%
December 31, 2005	\$ 1,499.0	4.84%	4.43%	3.81%	0.62%	26.9%
September 30, 2005	\$ 1,494.0	4.69%	4.08%	3.38%	0.70%	29.7%
June 30, 2005	\$ 1,590.0	4.50%	4.06%	3.06%	1.00%	30.5%
March 31, 2005	\$ 1,477.9	4.39%	4.01%	2.86%	1.15%	29.2%
December 31, 2004	\$ 1,325.7	4.29%	3.84%	2.58%	1.26%	23.7%
September 30, 2004	\$ 776.5	4.04%	3.86%	2.45%	1.41%	16.0%

Comparative Expenses

Expenses: (dollar amounts in thousands)	For the Quarter Ended March 31,					
	2009	2008	% Change			
Salaries and benefits	\$ 541	\$ 313	72.8	%		
Professional fees	341	352	(3.1)	%		
Management fees	182	109	67.0	%		
Insurance	92	180	(48.9)	%		
Other	414	477	13.2	%		
Total Expenses	\$ 1,570	\$ 1,431	9.7	%		

The increase in expenses of approximately \$0.1 million for the three months ended March 31, 2009 as compared to the same period in 2008 is primarily due to a \$0.1 million increase in the bonus accrual and a \$0.1 million increase in management fees.

Other Operational Information

The Company currently has four employees.

Off-Balance Sheet Arrangements

Since inception, we have not maintained any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitment or intent to provide funding to any such entities. Accordingly, we are not materially exposed to any market, credit, liquidity or financing risk that could arise if we had engaged in such relationships.

Liquidity and Capital Resources

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, fund our operations, pay dividends to our stockholders and other general business needs. We recognize the need to have funds available for our operating businesses and meet these potential cash requirements. Our investments and assets generate liquidity on an ongoing basis through mortgage principal and interest payments, prepayments and net earnings held prior to payment of dividends. In addition, depending on market conditions, the sale of investment securities or capital market transactions may provide additional liquidity. We intend to meet our liquidity needs through normal operations with the goal of avoiding unplanned sales of assets or emergency borrowing of funds. The Company substantially completed the sale program of the CMO Agency floater's previously discussed in the 2008 Form 10-K generating approximately \$45 million in additional liquidity. At March 31, 2009, we had cash balances of \$45.0 million, \$16.4 million in unencumbered securities and borrowings of 276.2 million under outstanding repurchase agreements. At March 31, 2009, we also had longer-term capital resources, including CDOs outstanding of \$323.6 million, subordinated debt of \$44.7 million and \$19.7 million of convertible debentures. Based on our current investment portfolio, leverage ratio and available borrowing arrangements, we believe our existing cash balances, funds available under our current repurchase agreements and cash flows from operations will meet our liquidity requirements for at least the next 12 months. However, should further volatility and deterioration in the broader credit, residential mortgage and RMBS markets occur in the future, we cannot assure you that our existing sources of liquidity will be sufficient to meet our liquidity requirements during the next 12 months.

To finance our RMBS investment portfolio, we generally seek to borrow between six and eight times the amount of our equity. At March 31, 2009, our leverage ratio for our RMBS investment portfolio, which we define as our outstanding indebtedness under repurchase agreements divided by the sum of total stockholders' equity and the convertible preferred debentures, was 5:1. This definition of the leverage ratio is consistent with the manner in which the credit providers under our repurchase agreements calculate our leverage.

We had outstanding repurchase agreements, a form of collateralized short-term borrowing, with seven different financial institutions as of March 31, 2009. These agreements are secured by our mortgage-backed securities and bear interest rates that have historically moved in close relationship to LIBOR. Our borrowings under repurchase agreements are based on the fair value of our mortgage backed securities portfolio. Interest rate changes can have a negative impact on the valuation of these securities, reducing the amount we can borrow under these agreements. Moreover, our repurchase agreements allow the counterparties to determine a new market value of the collateral to reflect current market conditions and because these lines of financing are not committed, the counterparty can call the loan at any time. If a counterparty determines that the value of the collateral has decreased, the counterparty may initiate a margin call and require us to either post additional collateral to cover such decrease or repay a portion of the outstanding borrowing, on minimal notice. Moreover, in the event an existing counterparty elected to not reset the outstanding balance at its maturity into a new repurchase agreement, we would be required to repay the outstanding balance with cash or proceeds received from a new counterparty or to surrender the mortgage-backed securities that serve as collateral for the outstanding balance, or any combination thereof. If we are unable to secure financing from a new counterparty and had to surrender the collateral, we could incur a significant loss.

We enter into interest rate swap agreements to extend as a mechanism to reduce the interest rate risk of the securities portfolio. At March 31, 2009, we had \$129.1 million in notional interest rate swaps outstanding. Should market rates for similar term interest rate swaps drop below the fixed rates we have agreed to on our interest rate swaps, we will be required to post additional margin to the swap counterparty, reducing available liquidity. The weighted average maturity of the swaps was 3.4 years at March 31, 2009.

Our inability to sell approximately \$4.3 million, net of loan loss reserve, of mortgage loans we own could adversely affect our profitability as any sale for less than the current reserved balance would result in a loss. Currently, these

loans are not financed or pledged.

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As it relates to loans sold previously under certain loan sale agreements by our discontinued mortgage lending business, we may be required to repurchase some of those loans or indemnify the loan purchaser for damages caused by a breach of the loan sale agreement. While in the past we complied with the repurchase demands by repurchasing the loan with cash and reselling it at a loss, thus reducing our cash position; more recently we have addressed these requests by negotiating a net cash settlement based on the actual or assumed loss on the loan in lieu of repurchasing the loans. The Company periodically receives repurchase requests, each of which management reviews to determine, based on management's experience, whether such request may reasonably be deemed to have merit. As of March 31, 2009, the amount of repurchase requests outstanding was approximately \$1.7 million, against which we had a reserve of approximately \$0.4 million. We cannot assure you that we will be successful in settling the remaining repurchase demands on favorable terms, or at all. If we are unable to continue to resolve our current repurchase demands through negotiated net cash settlements, our liquidity could be adversely affected. In addition, we may be subject to new repurchase requests from investors with whom we have not settled or with respect to repurchase obligations not covered under the settlement.

We paid a fourth quarter 2008 cash dividend of \$0.10 in January 2009 and on March 25, 2009, we declared a first quarter cash dividend of \$0.18 per common share to common stockholders of record April 6, 2009, which was paid on April 27, 2009.

On January 31, 2009 we paid the 2008 fourth quarter \$0.50 per share cash dividend, or \$0.5 million in the aggregate, on shares of the Series A Preferred Stock to holders of record on December 31, 2008. On April 30, 2009, we paid a \$0.50 per share cash dividend, or \$0.5 million in the aggregate, on shares of our Series A Preferred Stock to holders of record as of March 31, 2009. Our board of directors will continue to evaluate our dividend policy each quarter and will make adjustments as necessary, based on a variety of factors, including, among other things, the need to maintain our REIT status, our financial condition, liquidity, earnings projections and business prospects. Our dividend policy does not constitute an obligation to pay dividends, which only occurs when our board of directors declares a dividend.

We intend to make distributions to our stockholders to comply with the various requirements to maintain our REIT status and to minimize or avoid corporate income tax and the nondeductible excise tax. However, differences in timing between the recognition of REIT taxable income and the actual receipt of cash could require us to sell assets or to borrow funds on a short-term basis to meet the REIT distribution requirements and to avoid corporate income tax and the nondeductible excise tax.

Advisory Agreement

On January 18, 2008, we entered into an advisory agreement with HCS, pursuant to which HCS will advise, manage and make investments on behalf the Managed Subsidiaries. Pursuant to the advisory agreement, HCS is entitled to receive the following compensation:

- base advisory fee equal to 1.50% per annum of the "equity capital" (as defined in advisory agreement) of the Managed Subsidiaries is payable by us to HCS in cash, quarterly in arrears; and
- incentive compensation equal to 25% of the GAAP net income of the Managed Subsidiaries attributable to the investments that are managed by HCS that exceed a hurdle rate equal to the greater of (a) 8.00% and (b) 2.00% plus the ten year treasury rate for such fiscal year will be payable by us to HCS in cash, quarterly in arrears; provided, however, that a portion of the incentive compensation may be paid in shares of our common stock.

If we terminate the advisory agreement (other than for cause) or elect not to renew it, we will be required to pay JMPAM a cash termination fee equal to the sum of (i) the average annual base advisory fee and (ii) the average annual incentive compensation earned during the 24-month period immediately preceding the date of termination.

Inflation

For the periods presented herein, inflation has been relatively low and we believe that inflation has not had a material effect on our results of operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the exposure to loss resulting from changes in interest rates, credit spreads, foreign currency exchange rates, commodity prices and equity prices. Because we are invested solely in U.S.-dollar denominated instruments, primarily residential mortgage instruments, and our borrowings are also domestic and U.S. dollar denominated, we are not subject to foreign currency exchange, or commodity and equity price risk; the primary market risk that we are exposed to is interest rate risk and its related ancillary risks. Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. All of our market risk sensitive assets, liabilities and related derivative positions are for non-trading purposes only.

Management recognizes the following primary risks associated with our business and the industry in which we conduct business:

- Interest rate risk
- Liquidity risk
- Prepayment risk
- Credit risk
- Market (fair value) risk

Interest Rate Risk

Interest rates are sensitive to many factors, including governmental, monetary, tax policies, domestic and international economic conditions, and political or regulatory matters beyond our control. Changes in interest rates affect the value of our RMBS and ARM loans we manage and hold in our investment portfolio, the variable-rate borrowings we use to finance our portfolio, and the interest rate swaps and caps we use to hedge our portfolio. All of our portfolio interest market risk sensitive assets, liabilities and related derivative positions are managed with a long term perspective and are not for trading purposes.

Interest rate risk is measured by the sensitivity of our current and future earnings to interest rate volatility, variability of spread relationships, the difference in re-pricing intervals between our assets and liabilities and the effect that interest rates may have on our cash flows, especially the speed at which prepayments occur on our residential mortgage related assets. Changes in interest rates can affect our net interest income, which is the difference between the interest income earned on assets and our interest expense incurred in connection with our borrowings.

Our adjustable-rate hybrid ARM assets reset on various dates that are not matched to the reset dates on our repurchase agreements. In general, the repricing of our repurchase agreements occurs more quickly than the repricing of our assets. First, our floating rate borrowings may react to changes in interest rates before our adjustable rate assets because the weighted average next re-pricing dates on the related borrowings may have shorter time periods than that of the adjustable rate assets. Second, interest rates on adjustable rate assets may be limited to a “periodic cap” or an increase of typically 1% or 2% per adjustment period, while our borrowings do not have comparable limitations. Third, our adjustable rate assets typically lag changes in the applicable interest rate indices by 45 days due to the

notice period provided to adjustable rate borrowers when the interest rates on their loans are scheduled to change.

We seek to manage interest rate risk in the portfolio by utilizing interest rate swaps, caps and Eurodollar futures, with the goal of optimizing the earnings potential while seeking to maintain long term stable portfolio values. We continually monitor the duration of our mortgage assets and have a policy to hedge the financing such that the net duration of the assets, our borrowed funds related to such assets, and related hedging instruments, are less than one year.

Interest rates can also affect our net return on hybrid ARM securities and loans net of the cost of financing hybrid ARMs. We continually monitor and estimate the duration of our hybrid ARMs and have a policy to hedge the financing of the hybrid ARMs such that the net duration of the hybrid ARMs, our borrowed funds related to such assets, and related hedging instruments are less than one year. During a declining interest rate environment, the prepayment of hybrid ARMs may accelerate (as borrowers may opt to refinance at a lower rate) causing the amount of liabilities that have been extended by the use of interest rate swaps to increase relative to the amount of hybrid ARMs, possibly resulting in a decline in our net return on hybrid ARMs as replacement hybrid ARMs may have a lower yield than those being prepaid. Conversely, during an increasing interest rate environment, hybrid ARMs may prepay slower than expected, requiring us to finance a higher amount of hybrid ARMs than originally forecast and at a time when interest rates may be higher, resulting in a decline in our net return on hybrid ARMs. Our exposure to changes in the prepayment speeds of hybrid ARMs is mitigated by regular monitoring of the outstanding balance of hybrid ARMs, and adjusting the amounts anticipated to be outstanding in future periods and, on a regular basis, making adjustments to the amount of our fixed-rate borrowing obligations for future periods.

We utilize a model based risk analysis system to assist in projecting portfolio performances over a scenario of different interest rates. The model incorporates shifts in interest rates, changes in prepayments and other factors impacting the valuations of our financial securities, including mortgage-backed securities, repurchase agreements, interest rate swaps and interest rate caps.

Based on the results of the model, as of March 31, 2009, changes in interest rates would have the following effect on net interest income: (dollar amounts in thousands)

Changes in Net Interest Income	
Changes in Interest Rates	Changes in Net Interest Income
+200	\$ (5,094)
+100	\$ (4,676)
-100	\$ (4,145)

Interest rate changes may also impact our net book value as our mortgage assets and related hedge derivatives are marked-to-market each quarter. Generally, as interest rates increase, the value of our mortgage assets decreases and as interest rates decrease, the value of such investments will increase. In general, we would expect however that, over time, decreases in value of our portfolio attributable to interest rate changes will be offset, to the degree we are hedged, by increases in value of our interest rate swaps, and vice versa. However, the relationship between spreads on securities and spreads on swaps may vary from time to time, resulting in a net aggregate book value increase or decline. However, unless there is a material impairment in value that would result in a payment not being received on a security or loan, changes in the book value of our portfolio will not directly affect our recurring earnings or our ability to make a distribution to our stockholders.

Liquidity Risk

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, pay dividends to our stockholders and other general business needs. We recognize the need to have funds available to operate our business. It is our policy to have adequate liquidity at all times. We plan to meet liquidity through normal operations with the goal of avoiding unplanned sales of assets or emergency borrowing of funds.

Our principal sources of liquidity are the repurchase agreements on our RMBS, the CDOs we have issued to finance our loans held in securitization trust, the principal and interest payments from mortgage assets and cash proceeds from the issuance of equity securities. We believe our existing cash balances and cash flows from operations will be sufficient for our liquidity requirements for at least the next 12 months.

As it relates to our investment portfolio, derivative financial instruments we use to hedge interest rate risk subject us to "margin call" risk. If the value of our pledged assets decreases, due to a change in interest rates, credit characteristics, or other pricing factors, we may be required to post additional cash or asset collateral, or reduce the amount we are able to borrow versus the collateral. Under our interest rate swaps typically we pay a fixed rate to the counterparties while they pay us a floating rate. If interest rates drop below the fixed rate we are paying on an interest rate swap, we may be required to post cash margin.

Prepayment Risk

When borrowers repay the principal on their mortgage loans before maturity or faster than their scheduled amortization, the effect is to shorten the period over which interest is earned, and therefore, reduce the yield for mortgage assets purchased at a premium to their then current balance, as with the majority of our assets. Conversely, mortgage assets purchased for less than their then current balance exhibit higher yields due to faster prepayments. Furthermore, prepayment speeds exceeding or lower than our modeled prepayment speeds impact the effectiveness of any hedges we have in place to mitigate financing and/or fair value risk. Generally, when market interest rates decline, borrowers have a tendency to refinance their mortgages, thereby increasing prepayments.

Our prepayment model will help determine the amount of hedging we use to off-set changes in interest rates. If actual prepayment rates are higher than modeled, the yield will be less than modeled in cases where we paid a premium for the particular mortgage asset. Conversely, when we have paid a premium, if actual prepayment rates experienced are slower than modeled, we would amortize the premium over a longer time period, resulting in a higher yield to maturity.

In an increasing prepayment environment, the timing difference between the actual cash receipt of principal paydowns and the announcement of the principal paydown may result in additional margin requirements from our repurchase agreement counterparties.

We mitigate prepayment risk by constantly evaluating our mortgage assets relative to prepayment speeds observed for assets with a similar structure, quality and characteristics. Furthermore, we stress-test the portfolio as to prepayment speeds and interest rate risk in order to further develop or make modifications to our hedge balances. Historically we have not hedged 100% of our liability costs due to prepayment risk.

Credit Risk

Credit risk is the risk that we will not fully collect the principal we have invested in mortgage loans or securities due to either borrower defaults, or a counterparty failure. Our portfolio of loans held in securitization trusts as of March 31, 2009 consisted of approximately \$336.0 million of securitized first liens originated in 2005 and earlier, approximately \$284.7 million of Agency RMBS backed by the credit of Fannie Mae or Freddie Mac, approximately

\$18.7 million of non-Agency floating rate securities rated investment grade by either Standard and Poor's, Moody's or Fitch. In addition we own approximately \$4.3 million of loans held for sale in HC, net of lower of cost or market ("LOCOM") adjustment.

The securitized first liens were principally originated by our subsidiary, HC, prior to our exit from the mortgage lending business. These are predominately high-quality loans with average loan-to-value (“LTV”) ratio at origination of approximately 69.7%, and average borrower credit score of approximately 734. In addition approximately 70.0% of these loans were originated with full income and asset verification. While we feel that our origination and underwriting of these loans will help to mitigate the risk of significant borrower defaults, on these loans, we cannot assure you that all borrowers will continue to satisfy their payment obligations under these loans, thereby avoiding default.

The \$336.0 million of mortgage loans held in securitization trusts are permanently financed with \$323.6 million of CDOs leaving the Company with a net exposure of \$12.4 million of credit exposure, which represents the Company's equity interest in the CDOs.

Market (Fair Value) Risk

Changes in interest rates also expose us to market risk that the market value (fair) value on our assets may decline. For certain of the financial instruments that we own, fair values will not be readily available since there are no active trading markets for these instruments as characterized by current exchanges between willing parties. Accordingly, fair values can only be derived or estimated for these investments using various valuation techniques, such as computing the present value of estimated future cash flows using discount rates commensurate with the risks involved. However, the determination of estimated future cash flows is inherently subjective and imprecise. Minor changes in assumptions or estimation methodologies can have a material effect on these derived or estimated fair values. These estimates and assumptions are indicative of the interest rate environments as of March 31, 2009, and do not take into consideration the effects of subsequent interest rate fluctuations.

We note that the values of our investments in mortgage-backed securities and in derivative instruments, primarily interest rate hedges on our debt, will be sensitive to changes in market interest rates, interest rate spreads, credit spreads and other market factors. The value of these investments can vary and has varied materially from period to period. Historically, the values of our mortgage loan portfolio have tended to vary inversely with those of its derivative instruments.

The following describes the methods and assumptions we use in estimating fair values of our financial instruments:

Fair value estimates are made as of a specific point in time based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and the judgments made regarding risk characteristics of various financial instruments, discount rates, estimate of future cashflows, future expected loss experience and other factors.

Changes in assumptions could significantly affect these estimates and the resulting fair values. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in an immediate sale of the instrument. Also, because of differences in methodologies and assumptions used to estimate fair values, the fair values used by us should not be compared to those of other companies.

The fair values of the Company's residential mortgage-backed securities are generally based on market prices provided by five to seven dealers who make markets in these financial instruments. If the fair value of a security is not reasonably available from a dealer, management estimates the fair value based on characteristics of the security that the Company receives from the issuer and on available market information.

The fair value of mortgage loans held for in securitization trusts is estimated using pricing models and taking into consideration the aggregated characteristics of groups of loans such as, but not limited to, collateral type, index, interest rate, margin, length of fixed-rate period, life cap, periodic cap, underwriting standards, age and credit estimated using the estimated market prices for similar types of loans. Due to significant market dislocation secondary

market prices were given minimal weighting when arriving at loan valuation at March 31, 2009 and December 31, 2008 fair value.

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The fair value of these collateralized debt obligations is based on discounted cashflows as well as market pricing on comparable collateralized debt obligations.

The market risk management discussion and the amounts estimated from the analysis that follows are forward-looking statements that assume that certain market conditions occur. Actual results may differ materially from these projected results due to changes in our portfolio assets and borrowings mix and due to developments in the domestic and global financial and real estate markets. Developments in the financial markets include the likelihood of changing interest rates and the relationship of various interest rates and their impact on our portfolio yield, cost of funds and cash flows. The analytical methods that we use to assess and mitigate these market risks should not be considered projections of future events or operating performance.

As a financial institution that has only invested in U.S.-dollar denominated instruments, primarily residential mortgage instruments, and has only borrowed money in the domestic market, we are not subject to foreign currency exchange or commodity price risk. Rather, our market risk exposure is largely due to interest rate risk. Interest rate risk impacts our interest income, interest expense and the market value on a large portion of our assets and liabilities. The management of interest rate risk attempts to maximize earnings and to preserve capital by minimizing the negative impacts of changing market rates, asset and liability mix, and prepayment activity.

The table below presents the sensitivity of the market value and net duration changes of our portfolio as of March 31, 2009, using a discounted cash flow simulation model. Application of this method results in an estimation of the fair market value change of our assets, liabilities and hedging instruments per 100 basis point (“bp”) shift in interest rates.

The use of hedging instruments is a critical part of our interest rate risk management strategies, and the effects of these hedging instruments on the market value of the portfolio are reflected in the model's output. This analysis also takes into consideration the value of options embedded in our mortgage assets including constraints on the re-pricing of the interest rate of assets resulting from periodic and lifetime cap features, as well as prepayment options. Assets and liabilities that are not interest rate-sensitive such as cash, payment receivables, prepaid expenses, payables and accrued expenses are excluded.

Changes in assumptions including, but not limited to, volatility, mortgage and financing spreads, prepayment behavior, defaults, as well as the timing and level of interest rate changes will affect the results of the model. Therefore, actual results are likely to vary from modeled results.

Market Value Changes			
Changes in Interest Rates	Changes in Market Value	Net Duration	
	(Amount in thousands)		
+200	\$ (5,870)	0.41 years	
+100	\$ (2,099)	0.01 years	
Base	—	(0.29) years	
-100	\$ 1,291	(0.21) years	

It should be noted that the model is used as a tool to identify potential risk in a changing interest rate environment but does not include any changes in portfolio composition, financing strategies, market spreads or changes in overall market liquidity.

Based on the assumptions used, the model output suggests a very low degree of portfolio price change given increases in interest rates, which implies that our cash flow and earning characteristics should be relatively stable for comparable changes in interest rates.

Although market value sensitivity analysis is widely accepted in identifying interest rate risk, it does not take into consideration changes that may occur such as, but not limited to, changes in investment and financing strategies, changes in market spreads and changes in business volumes. Accordingly, we make extensive use of an earnings simulation model to further analyze our level of interest rate risk.

There are a number of key assumptions in our earnings simulation model. These key assumptions include changes in market conditions that affect interest rates, the pricing of ARM products, the availability of investment assets and the availability and the cost of financing for portfolio assets. Other key assumptions made in using the simulation model include prepayment speeds and management's investment, financing and hedging strategies, and the issuance of new equity. We typically run the simulation model under a variety of hypothetical business scenarios that may include different interest rate scenarios, different investment strategies, different prepayment possibilities and other scenarios that provide us with a range of possible earnings outcomes in order to assess potential interest rate risk. The assumptions used represent our estimate of the likely effect of changes in interest rates and do not necessarily reflect actual results. The earnings simulation model takes into account periodic and lifetime caps embedded in our assets in determining the earnings at risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures - We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosures. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of March 31, 2009. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2009.

Changes in Internal Control over Financial Reporting - There has been no change in our internal control over financial reporting during the quarter ended March 31, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Item 6. Exhibits

The information set forth under "Exhibit Index" below is incorporated herein by reference.

SIGNATURES

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

NEW YORK MORTGAGE TRUST, INC.

Date: May 11, 2009

By:

/s/ Steven R. Mumma
Steven R. Mumma
Chief Executive Officer, President and Chief
Financial Officer
(Principal Executive Officer and Principal
Financial Officer)

EXHIBIT INDEX

Exhibit	Description
3.1(a)	Articles of Amendment and Restatement of New York Mortgage Trust, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-11 as filed with the Securities and Exchange Commission (Registration No. 333-111668), effective June 23, 2004).
3.1(b)	Articles of Amendment of the Registrant (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 4, 2007).
3.1(c)	Articles of Amendment of the Registrant (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 4, 2007).
3.1(d)	Articles of Amendment of the Registrant (Incorporated by reference to Exhibit 3.1(d) to the Company's Current Report on Form 8-K filed on May 16, 2008.)
3.1(e)	Articles of Amendment of the Registrant (Incorporated by reference to Exhibit 3.1(e) to the Company's Current Report on Form 8-K filed on May 16, 2008.)
3.2(a)	Bylaws of New York Mortgage Trust, Inc. (Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-11 as filed with the Securities and Exchange Commission (Registration No. 333-111668), effective June 23, 2004).
3.2(b)	Amendment No. 1 to Bylaws of New York Mortgage Trust, Inc. (Incorporated by reference to Exhibit 3.2(b) to Registrant's Annual Report on Form 10-K filed on March 16, 2006).
4.1	Form of Common Stock Certificate. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-11 as filed with the Securities and Exchange Commission (Registration No. 333-111668), effective June 23, 2004).
4.2(a)	Junior Subordinated Indenture between The New York Mortgage Company, LLC and JPMorgan Chase Bank, National Association, as trustee, dated September 1, 2005. (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on September 6, 2005).
4.2(b)	Amended and Restated Trust Agreement among The New York Mortgage Company, LLC, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association and the Administrative Trustees named therein, dated September 1, 2005. (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on September 6, 2005).
4.3(a)	Articles Supplementary Establishing and Fixing the Rights and Preferences of Series A Cumulative Redeemable Convertible Preferred Stock of the Company (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 25, 2008).
4.3(b)	Form of Series A Cumulative Redeemable Convertible Preferred Stock Certificate (Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 25, 2008).

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- 10.1 Separation Agreement and General Release, by and between New York Mortgage Trust, Inc. and David A. Akre, dated as of February 3, 2009 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 4, 2009).
- 10.2 Amended and Restated Employment Agreement, by and between New York Mortgage Trust, Inc. and Steven R. Mumma, dated as of February 11, 2009 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 12, 2009).
- 31.1 Section 302 Certification of Chief Executive Officer and Chief Financial Officer.*
- 32.1 Section 906 Certification of Chief Executive Officer and Chief Financial Officer.*

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