

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

**FORM 10-QSB**

(Mark One)

☒ Quarterly report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the period ended June 30, 2001.

☐ Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**AGRONIX, INC.**

(Exact name of registrant as specified in its charter)

Florida	0-15893	13-4025362
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)
1666 West 75 <sup>th</sup> Avenue Vancouver, B.C., Canada		V6P6G2
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (604) 714-1606

RCA Trading Co., Inc., 515 Madison Avenue, 21<sup>st</sup> Fl. New York, NY 10022  
(Former name or former address, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes. ☒ No...

Applicable only to issuers involved in bankruptcy proceedings during the past five years.

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes .....  
No .....

Applicable only to corporate issuers

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: At June 30, 2001, there were 8,607,870 shares outstanding.

Transitional Small Business Disclosure Format (Check one):

Yes ..... No ..X..

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND EXHIBITS

**Agronix, Inc.**  
(Formerly RCA Trading Co.)  
(A Development Stage Company)  
**Consolidated**  
**Financial Statements**  
(Expressed in U.S. Dollars)  
**June 30, 2001**  
(Unaudited)

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**Agronix, Inc.**  
**(Formerly RCA Trading Co.)**  
(A Development Stage Company)  
**Consolidated Balance Sheet**  
(Expressed in U.S. Dollars)  
As at June 30, 2001  
(Unaudited)

	<b>ASSETS</b>	June 30, 2001	December 31, 2000
<b>CURRENT</b>			
Cash	\$	45,813	\$ 95,040
Interest receivable		<u>34</u>	<u>403</u>
		45,847	95,443
<b>CAPITAL ASSETS (Note 4)</b>		3,271	2,265
<b>INVESTMENT IN AND ADVANCES TO 3884141 CANADA, INC. (Note 5)</b>		<u>81,582</u>	<u>6,567</u>
	\$	<u><u>130,700</u></u>	<u><u>\$ 104,275</u></u>
	<b>LIABILITIES</b>		
<b>CURRENT</b>			
Accounts payable and accrued liabilities	\$	34,876	\$ 9,265
Due to companies with common director (Note 6)		73,070	7,000
Due to shareholders		<u>14,969</u>	-
		<u>122,915</u>	<u>16,265</u>
	<b>STOCKHOLDERS' EQUITY</b>		
<b>CAPITAL STOCK (Note 7)</b>		1,068,844	828,249
<b>DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE</b>		<u>(1,061,059)</u>	(740,239)
		<u>7,785</u>	<u>88,010</u>
		<u><u>\$130,700</u></u>	<u><u>\$104,275</u></u>
Continuance of operations (Note 1)			
Commitments (Note 9)			

See accompanying notes to the consolidated financial statements.

**Agronix, Inc.**  
**(Formerly RCA Trading Co.)**  
(A Development Stage Company)  
**Consolidated Statement of Operations**  
**(Expressed in U.S. Dollars)**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2001**  
**(Unaudited)**

	Cumulative From Inception Jan. 20, 2000 to June 30, 2001	For the Six Months Ended June 30, 2001	From Inception Jan. 20, 2000 to June 30, 2000	For the Three Months Ended June 30, 2001	For the Three Months Ended June 30, 2000
<b>INTEREST EARNED</b>	<u>\$2,079</u>	<u>\$901</u>	<u>\$2,492</u>	<u>\$149</u>	<u>\$2,160</u>
<b>EXPENSES</b>					
Compensation expense for stock options	298,500	117,250	65,250	40,500	50,750
Consulting	394,132	97,962	170,712	47,714	120,370
Depreciation	689	377	156	242	78
Office and general	29,730	14,029	9,222	8,021	7,085
Professional fees	73,426	29,844	21,240	(1,166)	9,493
Rent	9,627	7,137	-	3,464	-
Research and development	150,000	-	-	-	-
Shareholder communications	3,640	1,127	-	283	-
Share of loss in 3884171 Canada, Inc. (Note 5)	20,000	20,000	-	20,000	-
Telephone and internet	7,711	4,994	-	3,188	
Travel and promotion	<u>75,683</u>	<u>29,001</u>	<u>30,659</u>	<u>21,082</u>	<u>20,286</u>
	<u>1,063,138</u>	<u>321,721</u>	<u>297,239</u>	<u>143,328</u>	<u>208,062</u>
<b>NET LOSS</b>	<u><u>\$(1,061,059)</u></u>	<u><u>\$(320,820)</u></u>	<u><u>\$(294,747)</u></u>	<u><u>\$(143,179)</u></u>	<u><u>\$(205,902)</u></u>
Weighted Average common shares outstanding		<u>7,658,691</u>	<u>5,218,676</u>	<u>8,591,256</u>	<u>6,453,514</u>
Basic and diluted loss per share		<u>\$(0.04)</u>	<u>\$(0.06)</u>	<u>\$(0.02)</u>	<u>\$(0.03)</u>

See accompanying notes to the consolidated financial statements.

**Agronix, Inc.**  
**(Formerly RCA Trading Co.)**  
(A Development Stage Company)  
**Consolidated Statement of Cash Flows**  
**(Expressed in U.S. Dollars)**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2001**  
**(Unaudited)**

	Cumulative from Inception Jan. 20, 2000 to June 30, 2001	For the Six Months Ended June 30, 2001	From Inception Jan. 20, 2000 to June 30, 2000
Cash derived from (applied to):			
<b>OPERATING</b>			
Net Loss	\$ (1,061,059)	\$ (320,820)	\$ (294,747)
Depreciation	689	377	156
Research and development expenses paid through the issuance of common shares (Note 8)	150,000	-	-
Compensation expense for stock options	298,500	117,250	65,250
Share of loss in 3884171 Canda, Inc. (Note 5)	20,000	20,000	-
Rent paid through issuance of common shares	2,550	2,550	-
Recovery of consulting fees through issuance of common shares	(3,500)	(3,500)	-
Change in non-cash operating working capital			
Interest receivable	(34)	369	-
Payables and accruals	<u>21,775</u>	<u>12,510</u>	<u>105,807</u>
	<u>(571,079)</u>	<u>(171,264)</u>	<u>(123,534)</u>
<b>FINANCING</b>			
Advances under credit facility with a company with a director in common	191,070	66,070	-
Repayments of credit facility with a company with a director in common	(118,000)	-	-
Advances from shareholder	702	702	-
Shares issued for cash	641,745	111,346	395,066
Shares subscribed	<u>6,917</u>	<u>40,317</u>	<u>-</u>
	<u>722,434</u>	<u>218,435</u>	<u>395,066</u>
<b>INVESTING</b>			
Acquisition of capital assets	(3,960)	(1,383)	(2,577)
Investment and advances to 3884171 Canada, Inc.	<u>(101,582)</u>	<u>(95,015)</u>	<u>-</u>
	<u>(105,542)</u>	<u>(96,398)</u>	<u>(2,577)</u>
Increase (Decrease) in cash	45,813	(49,227)	268,955
Cash, beginning of period	-	<u>95,040</u>	-

Cash, end of period	\$	<u>45,813</u>	\$	<u>45,813</u>	\$	<u>268,955</u>
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**Non-cash financing transactions not included in cash flows:**

Shares issued to acquire research and development	\$	<u>150,000</u>	\$	<u>-</u>	\$	<u>-</u>
Compensation expense for stock options	\$	<u>298,500</u>	\$	<u>117,250</u>	\$	<u>65,250</u>

See accompanying notes to the consolidated financial statements.



**Agronix, Inc.**  
**(Formerly RCA Trading Co.)**  
(A Development Stage Company)  
**Consolidated Statement of Stockholders' Equity**  
**(Expressed in U.S. Dollars)**  
**FOR THE PERIOD FROM INCEPTION (JANUARY 20, 2000) TO JUNE 30, 2001**  
**(Unaudited)**

	<u>Common Shares</u>	<u>Common Shares</u>	<u>Additional Paid-in Capital</u>	<u>Shares Subscribed</u>	<u>Deficit Accumulated During the Development Stage</u>	<u>Total</u>
	(Number)	(Amount)				
Shares issued for cash at \$0.001 per share	5,250,000	\$ 5,250	\$ -	\$ -	\$ -	5,250
Shares issued for cash at \$0.30 Cdn. per share	40,000	40	7,960	-	-	8,000
Shares issued for cash at \$1.00 Cdn. per share	1,000,000	1,000	337,287	-	-	338,287
Shares issued for cash at \$1.00 Cdn. per share	182,250	182	122,780	-	-	122,962
Shares issued to acquire research and development (Note 8)	150,000	150	149,850	-	-	150,000
Shares subscribed at \$1.00 U.S. cash per share	-	-	-	22,500	-	22,500
Compensation expense for stock options (Note 7)	-	-	181,250	-	-	181,250
Net loss	=	=	=	=	<u>(740,239)</u>	<u>(740,239)</u>
Balance, December 31, 2000	6,622,250	6,622	799,127	22,500	(740,239)	88,010

Acquisition of AWR on March 26, 2001 (Note 3)	6,622,250	6,622	(33,990)	-	-	(27,368)
Reverse merger adjustment	(4,939,000)	(4,939)	4,939	-	-	-
Shares subscribed at \$1.00 U.S. cash per share	-	-	-	33,400	-	33,400
Compensation expense for stock options	-	-	76,750	-	-	76,750
Net loss	=	=	=	=	(177,641)	(177,641)
Balance, March 31, 2001	8,305,500 \$	8,305 \$	846,826 \$	55,900 \$	(917,880) \$	(6,849)
Subscribed shares issued at \$1.00 Cdn. per share (subscription agreement revised from \$1.00 U.S. to \$1.00 Cdn.)	78,850	79	52,321	(55,900)	-	(3,500)
Shares issued for premises lease at \$1.00 Cdn. per share	3,920	4	2,546	-	-	2,550
Shares issued for cash at \$0.78 Cdn. per share	219,600	220	111,126	-	-	111,346
Shares subscribed at \$1.00 Cdn. cash per share	-	-	-	6,917	-	6,917
Compensation expense for stock options	-	-	40,500	-	-	40,500
Net loss	=	=	=	=	(143,179)	(143,179)
Balance, June 30, 2001	<u>8,607,870</u>	<u>\$8,608</u>	<u>\$1,053,319</u>	<u>\$6,917</u>	<u>\$(1,061,059)</u>	<u>\$7,785</u>

See accompanying notes to the consolidated financial statements.

**Agronix, Inc.**  
**(Formerly RCA Trading Co.)**  
(A Development Stage Company)  
**Notes to Consolidated Financial Statements**  
(Expressed in U.S. Dollars)  
JUNE 30, 2001  
(Unaudited)

**1. OPERATIONS AND GOING CONCERN**

The company was incorporated under the laws of Florida on May 6, 1996 as RCA Trading Co. The company changed its name to Agronix, Inc. on June 18, 2001.

Pursuant to a share exchange agreement entered into on October 16, 2000 and closed on March 26, 2001, between the shareholders of the company and shareholders of a private company, American Waste Recovery, Inc. ("AWR"), the company purchased all of the outstanding shares of AWR. AWR was incorporated under the laws of Nevada on January 20, 2000 as American Bio Recovery, Inc. On January 26, 2000, the company's name was changed to American Waste Recovery, Inc. The consideration for this acquisition was the issuance by the company of 6,622,250 common shares (Note 3).

As a result of this transaction, AWR has become a wholly-owned subsidiary of the company and the former shareholders of AWR in turn became owners of the majority of the issued and outstanding shares of the company. Since the former shareholders of AWR have acquired control of RCA Trading Co. through this transaction, it is considered a reverse acquisition and these financial statements are presented from the perspective of AWR (the accounting parent in this transaction). These financial statements present the consolidated results of operations from AWR's date of incorporation to June 30, 2001 including the results of operations of RCA Trading Co. since March 26, 2001.

AWR and the company have had limited activity since their inception. No significant revenues have been realized and planned principal operations have not yet commenced. AWR is engaged in the acquisition and development of technologies that convert organic residues into agricultural products such as growth substrates, organically-based plant nutrients and soil amendments and also chemicals and commodities for agriculture and industry.

The company does not have an established source of revenue significant to cover its operating costs and allow it to continue as a going concern. It is the intention of the company to seek additional financing through private and public placements of its common stock and to seek commercial alliances to access market opportunities.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

These unaudited consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States and have been prepared on the same basis as the annual audited financial statements. In the opinion of management, these unaudited consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a

fair presentation for each of the periods presented. The results of operations for interim periods are not necessarily indicative of results to be achieved for full fiscal years.

As contemplated by the Securities and Exchange Commission (SEC) under Rule 10-01 of Regulation S-X, the accompanying consolidated financial statements and related footnotes have been condensed and do not contain certain information that will be included in the company's annual consolidated financial statements and footnotes. For further information, refer to the consolidated financial statements and related footnotes for the year ended December 31, 2000 included in the company's Annual Report on Form 10-KSB.

## **CONSOLIDATION**

These financial statements include the accounts of the company and its wholly-owned subsidiary, AWR.

## **ACCOUNTING FOR STOCK OPTIONS**

In October 1995, the FASB issued Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation ("SFAS No. 123"), which requires entities to calculate the fair value of stock awards granted to employees. This statement provides entities with the option of electing either to expense the fair value of employee stock-based compensation or to continue to recognize compensation expense under previously existing accounting pronouncements set out in APB 25 and to provide pro-forma disclosures of net earnings (loss) and, if presented, earnings (loss) per share, as if the above-referenced fair value method of accounting was used in determining compensation expense.

The company has elected to account for stock-based employee or director compensation arrangements in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB No. 25").

Stock options issued to non-employees are recorded at the fair value of the services received or at the fair value of the options issued, whichever is more reliably measurable. Compensation is charged to expense over the shorter of the term of service or the vesting period.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options and warrants which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the company's employee stock options and warrants have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

## **CAPITAL ASSETS**

Capital assets are recorded at cost less accumulated depreciation. Depreciation is recorded on the straight-line method at the following rates:

Office equipment	20% straight line
Computer equipment	30% straight line

## INVESTMENTS

The company uses the equity method to account for investments in companies and other business ventures over which it exercises significant influence.

## TECHNOLOGY

The company capitalizes the acquisition costs of technologies where their technological feasibility has been established.

### 3. ACQUISITION

On March 26, 2001, the company acquired AWR in a share-for share exchange where the company issued 6,622,250 of its common shares in exchange for all the issued and outstanding shares of AWR. The acquisition has been accounted for by the purchase method with AWR as the acquirer as follows:

Identifiable liabilities acquired at estimated fair market value:

Assets	\$	-
Less: current liabilities		<u>(27,368)</u>
	\$	<u>(27,368)</u>
Consideration:		
6,225,200 common shares	\$	<u>(27,368)</u>

### 4. CAPITAL ASSETS

	Cost	Accumulated Amortization	Net June 30, 2001	Net December 31, 2000
Office equipment	\$ 1,484	\$ 282	\$ 1,202	1,336
Computer equipment	<u>2,476</u>	<u>407</u>	<u>2,069</u>	<u>929</u>
	\$ <u>3,960</u>	\$ <u>689</u>	\$ <u>3,271</u>	<u>2,265</u>

### 5. INVESTMENT IN AND ADVANCES TO 3887141 CANADA INC.

Pursuant to an agreement entered into by the company and Bio-Max Inc. ("Bio-Max") (a Quebec City, Canada based developer of organic waste processing plants), Bio-Max has created a subsidiary

(3884171 Canada Inc. ("Newco")) in which the company owns 20% of the issued and outstanding common shares. Newco has been established to further the development and commercialization of Bio-Max's "Robo III" technology.

Under the terms of the agreement:

- (a) Bio-Max will contribute the Robo III technology as its capital contribution to Newco. In exchange for this contribution, Bio-Max will receive an 80% interest in Newco.
- (b) The company has paid \$20 Cdn. and will utilize its soil and organic matter expertise and intellectual property in exchange for a 20% interest in Newco. The company has committed to contribute \$225,000 Cdn. to Newco to further the Robo III technology.
- (c) Bio-Max will give the company a three year option to purchase a further 30% of Newco for \$1,500,000 Cdn.
- (d) The company and Bio-Max will give each other a right of first refusal to match any offer to purchase any shares of Newco owned by each of them.
- (e) Bio-Max shall retain the rights to market the Robo III technology in Francophone countries with the company retaining marketing rights in the balance of the world.

During 2000, the company made an initial deposit of \$10,000 Cdn. During the second quarter of 2001, the company made additional payments of \$149,000 Cdn. As the company has significant influence over Newco, this investment has been accounted for by the equity method. The company's investment in and advances to Newco have been accounted for as follows:

	June 30, 2001	December 31, 2000
Investment in Newco	\$ 13	\$ -
Advances to Newco, non-interest bearing, no stated terms of repayment	101,569	6,567
The company's share of Newco's losses up to June 30, 2001	<u>(20,000)</u>	=
	<u>\$81,582</u>	<u>\$6,567</u>

## 6. DUE TO COMPANY WITH COMMON DIRECTOR

	June 30, 2001	December 31, 2000
Revolving credit facility - unsecured, non-interest bearing, principal due in one year on a revolving basis	\$ 7,000	\$7,000
Demand loan -unsecured, principal in the amount of Cdn. 100,000; 12% per annum simple interest; interest paid monthly; principal and accrued interest due on demand, or by October 5, 2001	<u>66,070</u>	=
	<u>\$73,070</u>	<u>\$7,000</u>

## 7. CAPITAL STOCK

### Authorized:

25,000,000 common shares with a par value of \$0.001 per share

10,000,000 preferred shares with a par value of \$0.001 per share

On June 11, 2001 the company amended its Articles of Incorporation with respect to the authorized number of shares. The authorized number of common shares was changed from 20,000,000 common shares to 25,000,000 common shares and the authorized number of preferred shares was changed from 5,000,000 preferred shares to 10,000,000 preferred shares.

	June 30, 2001	December 31, 2000
<b>Issued:</b>		
8,607,870 common shares (2000 - 6,622,250)	\$8,608	\$6,622
Shares subscribed	6,917	22,500
Additional paid-in capital	<u>1,053,319</u>	<u>799,127</u>
	<u>\$1,068,844</u>	<u>\$828,249</u>

## PERFORMANCE SHARES

On January 27, 2000, 500,000 performance shares were issued into escrow for the company's President and C.E.O. For each \$0.25 of cumulative cash flow generated by the company from its operations, one performance share will be released from escrow. All shares are in escrow at June 30, 2001.

## LOSS PER SHARE

The company follows Statement of Financial Standard No. 128 to calculate earnings per share. Basic loss per share is computed using the weighed effect of all common shares issued and outstanding. Fully diluted earnings per share has not been presented as the effect on basic earnings per share is anti-dilutive.

## 8. RESEARCH AND DEVELOPMENT

During 2000, AWR acquired certain soil and organic matter expertise and intellectual property from an unrelated organic residue consultant based in Ottawa, Canada. The consideration for this acquisition was 150,000 AWR common shares issued at an estimate of their fair value of \$1.00. As the research and development acquired has yet to be proven commercially, its acquisition has been expensed. All further expenditures to develop the underlying process and technology will be expensed until it reaches the point where it can be commercially exploited.

## **9. COMMITMENTS**

### **Collaborative Research and Development Agreements**

The company has entered into preliminary collaborative research and development agreements with a Canadian Federal Government research laboratory and Carlton University to conduct research and development for the transformation of bio-solids into commodity chemicals and agricultural products. Upon execution of formal agreements, the company will contribute an aggregate of approximately \$335,000 per year in cash for five years, and \$1,725,000 in kind to further research and development in this area. No expenditures have been made under these agreements.

### **Marketing Agreement**

The company has entered into a marketing agreement with a U.K. registered company whereby the company has committed to provide exclusive rights to introduce the company's technology into certain countries and territories. Under the agreement, the company has agreed to pay \$150,000 per completed project. The agreement will remain in place until September 16, 2005 with an automatic extension to September 16, 2010.

## **10. INCOME TAXES**

At June 30, 2001, the company has net operating losses carried forward of approximately \$300,000 that may be offset against future taxable income to 2020. No future tax benefit has been recorded in the financial statements, as the company believes that it is more likely than not that the carryforwards will expire unused. Accordingly, the potential tax benefits of the loss carry-forwards are offset by a valuation allowance of the same amount.

## **11. RELATED PARTY TRANSACTIONS**

During the period, the company paid \$30,108 in consulting fees to its president and C.E.O. and \$39,205 to other shareholders as consulting fees. The company also paid rent of \$4,587 to a company controlled by its president.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

The following discussion contains certain statements that may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that refer to expectations, projections or other characterization of future events or circumstances, and especially those which include variations of the words "believes", "intends", "estimates", "anticipates", "expects", "plans", or similar words or variations thereof, are likely to be forward-looking statements, and as such, are likely to concern matters involving risk, uncertainty, unpredictability and other factors that could materially and adversely affect the outcome or results indicated by or inferred from the statements themselves. Therefore, the reader is advised that the following discussion should be considered in light of the discussion of risks and other factors contained in this Form 10QSB and in the Company's other filings with the Securities and Exchange Commission, and that no statements contained in the following discussion or in this Form 10QSB should be construed as a guarantee or assurance of future performance or future results.



## Introduction

During the second quarter, the Company held a special shareholders' meeting which approved a name change from RCA Trading Co. (d/b/a American Waste Recovery, Inc.) to Agronix, Inc. This name change complements the market/industry in which the company does business. Along with the name change, the Company's shareholders approved an increase in the number of authorized shares of common stock from 10,000,000 to 25,000,000 and authorized 10,000,000 shares of preferred stock.

## Plan of Operations

Agronix, Inc. plans to engage in the business of acquiring and developing technologies that convert organic residues into agricultural products such as growth substrates, organically based plant nutrients, and soil amendments. The Company will also engage in the business of developing technologies that are used in the recovery of chemicals and commodities for agriculture and industry.

The Company remains in the development stage and does not have an established source of revenue sufficient to cover its operating costs. As of June 30, 2001, the Company had cash on hand of \$45,813, which is not sufficient to allow it to pay its operating expenses and carry out its plan of operation for the next twelve months. Therefore, it is the Company's intention to seek additional financing through private and public placements of its common stock, and to seek commercial alliances to access market opportunities.

Pursuant to an agreement entered into by the Company and BIOMAX Inc. ("Bio-Max") (a Quebec City, Canada-based developer of organic waste processing plants), the Company and Bio-Max have agreed to create a subsidiary ("Newco") to further the development and commercialization of Bio-Max's "Robo III" technology. During 2000, the Company made the initial deposit of \$10,000 Cdn. required under this agreement. Under the terms of the agreement, Bio-Max will contribute the Robo III technology as its capital contribution to Newco. In exchange for this contribution, Bio-Max will receive an 80% interest in Newco. The Company will contribute \$225,000 Cdn. and utilize its soil and organic matter expertise and intellectual property in Newco in exchange for a 20% interest. The parties have agreed to apply the \$10,000 Cdn. deposit made in 2000 to this \$225,000 contribution. In April 2001, following the end of the first quarter, the Company made an additional payment of Cdn. \$114,000. In the second quarter, the Company made a payment of Cdn. \$35,000, leaving a balance of Cdn. \$65,000.

The Company is presently working in the British Columbia, Fraser Valley, Abbotsford Region to locate its first 50,000-ton per year bioconversion plant. Subsequent to the end of the first quarter, the Company located and contracted for the acquisition of 73-acre parcel of land for a purchase price of \$350,000 Cdn. The Company has negotiated a purchase option of Cdn \$2,000 per month till October 15, 2001 to preserve its cash flow.

The Company estimates that it will require funding of approximately \$7,500,000 Cdn to complete construction of the proposed Abbotsford plant. The Company has entered into discussions with the Farm Credit Corporation (FCC) of Canada to provide 100% financing for the Abbotsford and all subsequent plants to be constructed in Canada, but there is no assurance that this funding will be available. In the event funding is available from FCC; it is expected to be provided through a joint venture partnership that is partly owned by farmers and partly owned by the Company.

The company has entered into preliminary collaborative research and development agreements with a Canadian Federal Government research laboratory and Carlton University to conduct research and development for the transformation of bio-solids into commodity chemicals and agricultural products. Upon execution of formal agreements, the company will contribute an aggregate of approximately \$335,000 per year in cash for five years, and \$1,725,000 in kind to further research and development in this area. No expenditures have been made under these agreements.

The Company is currently continuing a private placement offering of up to 1,000,000 shares of common stock at a price of \$1.00 per share. In addition, the Company has a commitment for Epson Investment Services N.V. to seek to raise a minimum of \$5,000,000 and a maximum of \$10,000,000 at \$1.00 per share contingent upon approval of the Company's shares for trading on the OTC Bulletin Board. There is no assurance that these offerings will be successful, and there is no assurance as to when or whether the Company's shares will be approved for trading on the OTC Bulletin Board.

## PART II

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

During the second quarter of 2001, the Company issued a total of 302,370 shares of common stock in transactions which were exempt from registration under the Securities Act of 1933. Of the shares issued during the quarter, 78,850 were issued in return for cash consideration received during the first quarter of the year, and 219,600 were issued for cash consideration totalling USD \$111,346 received during the second quarter. In addition to the shares issued for cash, a total of 3,920 shares which had an equivalent cash value of USD \$2,550, were issued in consideration of rental payments made on the Company's behalf by a third party.

The shares were offered and sold on the Company's behalf by its officers and directors, and no underwriting discounts or commissions were paid. All of the shares were offered and sold outside the United States in offshore transactions which were exempt from registration under the Securities Act of 1933 in reliance upon an exemption from registration provided by Regulation S promulgated hereunder.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following matters were submitted to a vote of the security holders of the Company during the second quarter ending June 30, 2001. On June 11, 2001, a Special Meeting was held for the purpose of considering and voting upon amendments to the Company's Articles of Incorporation. The proposed amendments to the Company's Articles of Incorporation changed the Company's name to Agronix, Inc., changed the authorized number of shares of common stock of the Company from 10,000,000 to 25,000,000, and authorized 10,000,000 shares of preferred stock.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

The following reports on Form 8-K were filed during the quarter ended June 30, 2001:

1. Current report on Form 8-K , dated March 26, 2001, filed with the US Securities and Exchange Commission on May 4, 2001, to report a change in control of registrant. The filing included audited financial statements of American Waste Recovery, Inc. as of December 31, 2000, and unaudited pro-forma consolidated financial statements of RCA Trading Co., Inc. as of December 31, 2000.

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /S/ BRIAN HAUFF  
Brian Hauff, President, Chief Executive Officer and Director

By: /S/ PETER BARNETT  
Peter Barnett, Director

By:/S/ PETER DRUMMOND  
Peter Drummond

By:/S/ HENRI DINEL  
Henri Dinel, Director

Date: August 17, 2001