

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

FORM 10-QSB

Amendment #1

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

For the quarterly period ended: **September 30, 2000**

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

For the transition period ended _____

Commission file number _____

MPEG SUPER SITE, INC.
(Exact name of small business as specified in its charter)

COLORADO
(State or other jurisdiction of
incorporation or organization)

84-503585
(IRS Employer Identification #)

22865 Lake Forest, Suite 19
Lake Forest, California 92630
(Address of principal executive offices)

(949) 768-7490
(Telephone Number)

(Former name, former address, and former fiscal year, if changed since last report)

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

☐ Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after distribution of securities under a plan confirmed by a court.

Applicable only to corporate issuers.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date: _____

Transitional Small Business Disclosure Format: ☐ YES ☒ NO

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FINANCIAL STATEMENTS

MPEG Super Site, Inc.
 (A Development Stage Company)
BALANCE SHEET
 September 30, 2000

ASSETS

| | |
|----------------------|---------------|
| Current Assets | |
| Cash | \$ 1,347 |
| Total Current Assets | \$ 1,347 |
| Other Assets | |
| Deposits | \$ 39,350 |
| TOTAL ASSETS | \$ 40,697 |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | |
|--|----------------|
| Current Liabilities | |
| Accounts Payable | \$ 135,466 |
| Accrued Expenses | \$ 175,000 |
| Due to Shareholder | \$ 231,642 |
| Total Current Liabilities | \$ 542,108 |
| Long Term Debt | \$ 0 |
| Stockholders' Equity | |
| Common Stock | \$ 16,294 |
| Additional Paid in Capital | \$ 720,402 |
| Deficit Accumulated During Development Stage | \$ (1,238,107) |
| Total Stockholders' Equity | \$ (501,411) |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 40,697 |

Quarterly Report

MPEG Super Site, Inc.

(A Development Stage Company)

STATEMENT OF CASH FLOWS

| | 3 Months Ended September 30, 2000 | 3 Months Ended September 30, 1999 |
|---|--------------------------------------|--------------------------------------|
| CASH FLOWS FROM OPERATION ACTIVITIES | | |
| Net Income (Loss) | \$ (26,515) | \$ (364,160) |
| (Increase) Decrease in Accounts Receivable | \$ 7,000 | \$ 31,595 |
| Increase in Accounts Payable | \$ 5,222 | \$ 120,411 |
| Increase in Accrued Liabilities | \$ 1,494 | \$ 9,357 |
| Increase in Due To Shareholder | \$ 13,201 | \$ 0 |
| | <u>\$ 402</u> | <u>\$ (202,796)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| (Increase) Decrease in Deposits | \$ 800 | \$ (168,500) |
| | <u>\$ 1,202</u> | <u>\$ (371,296)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| | \$ 0 | \$ 0 |
| | <u>\$ 1,202</u> | <u>\$ (374,296)</u> |
| BEGINNING CASH | <u>\$ 145</u> | <u>\$ 414,000</u> |
| ENDING CASH | \$ 1,347 | \$ 42,704 |

Quarterly Report

MPEG Super Site, Inc.
(A Development Stage Company)
STATEMENT OF OPERATIONS

| | 3 Months Ended <u>September 30, 2000</u> | 3 Months Ended <u>September 30, 1999</u> |
|---|---|---|
| INCOME | | |
| Revenue | \$ <u>0</u> | \$ <u>0</u> |
| TOTAL INCOME | \$ <u>-</u> | \$ <u>-</u> |
| EXPENSES | | |
| Selling, General and Administrative | \$ <u>26,514.62</u> | \$ <u>364,160.35</u> |
| TOTAL EXPENSES | \$ <u>26,514.62</u> | \$ <u>364,160.35</u> |
| INCOME (LOSS) FROM OPERATIONS | \$ <u>(26,514.62)</u> | \$ <u>(364,160.35)</u> |
| Interest Income | \$ <u>0</u> | \$ <u>0</u> |
| INCOME (LOSS) BEFORE INCOME TAXES | \$ <u>(26,514.62)</u> | \$ <u>(364,160.35)</u> |
| Provision for Income Taxes | \$ <u>0</u> | \$ <u>0</u> |
| NET INCOME (LOSS) | \$ <u>(26,514.62)</u> | \$ <u>(364,160.35)</u> |
| PER SHARE – BASIC and DILUTED | <u>\$ (0.0016)</u> | <u>\$ (0.0744)</u> |
| AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING | <u>16,293,580</u> | <u>16,293,580</u> |

Management's Discussion and Analysis of Financial Condition

Overview

The Company has formulated a plan of operations for the next twelve months as detailed below.

The Company is still in the process of acquiring Stuart Communications, Corp. Once completed emphasis is anticipated on the implementation of the acquisition's strategic plan.

The Company anticipated working capital needs in the interim are minimal. The Company estimates that it will require an additional \$20,000 in working capital during the acquisition period.

In the Company's opinion, proceeds from possible future equity funding will satisfy its cash requirements for the next twelve months. The Company has financed its operations since inception from the sale of equity. During the next six months, certain funds will need to be raised. The Company has no management or similar report that has been prepared or provided for external use by the issuer or underwriter.

The company currently has low cash reserves and no significant revenues established, additional funds may be required in order to proceed with the current or a revised business plan should the acquisition be rejected.

These funds would be raised through additional private placements. There is no assurance that such additional financing will be available when required in order to proceed with the business plan or that the Company's ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If the Company is unsuccessful in securing the additional capital needed to continue operations within the time required, the Company will not be in a position to continue operations under the current business plan.

Financial Statements

The \$39,350 classified as an asset represents deposits made for several video projects and an office rent deposit. The projects are still in the development stage. If the projects are not developed to completion within a reasonable time period, the company is prepared to write the applicable amount off. The Note Due Shareholder is payable on March 31, 2001. This Note may be prepaid in whole or in part without penalty. At the sole discretion of the company, the company may elect to convert all or a portion of the note due the holder into restricted common stock at the prevailing market rate at the time of the conversion.

Other Information

Legal Proceedings

The Company is involved in litigation with L.A. Commercial Group, Inc. The Company has a stipulated judgment action pending against it on September 15, 2000 in Superior Court of the State of California for the County of Los Angeles whereby the Company promises to pay to L.A. Commercial Group, Inc. the aggregate sum of \$30,000 without interest, attorney's fees or costs on or before April 1, 2001.

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.

MPEG SUPER SITE, INC.

(Registrant)

Date January 17, 2001

/s/Bruce M. Tomiyama

(CFO and Secretary)

INDEX TO EXHIBITS

No exhibits are required or included.