

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

FORM 10-QSB

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

For the quarterly period ended: **December 31, 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 #)

22431 Antonio Parkway B-160 #415
Rancho Santa Margarita, California 92688
(Address of principal executive offices)

(949) 791-5036
(Telephone Number)

(Former name, former address, and former fiscal year, if changed since last report)
22865 Lake Forest Drive, Suite 19, Lake Forest, CA 92630

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
 December 31, 2000

ASSETS

Current Assets	
Cash	\$ 6,561
Total Current Assets	\$ 6,561
Other Assets	
Deposits	\$ 39,350
 TOTAL ASSETS	 \$ 45,911

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities	
Accounts Payable	\$ 138,372
Accrued Expenses	\$ 206,250
Due to Shareholder	\$ 244,642
Total Current Liabilities	\$ 589,264
Long Term Debt	\$ 0
Stockholders' Equity	
Common Stock	\$ 16,294
Additional Paid in Capital	\$ 720,402
Deficit Accumulated During Development Stage	\$ (1,280,049)
Total Stockholders' Equity	\$ (543,353)
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	 \$ 45,911

Quarterly Report

MPEG Super Site, Inc.

(A Development Stage Company)

STATEMENT OF CASH FLOWS

	3 Months Ended December 31, 2000	3 Months Ended December 31, 1999
CASH FLOWS FROM OPERATION ACTIVITIES		
Net Income (Loss)	\$ (41,942)	\$ (389,449)
(Increase) Decrease in Accounts Receivable	\$ 0	\$ 0
(Increase) Decrease in Deposits	\$ 0	\$ (157,500)
Increase in Accounts Payable	\$ 2,906	\$ 243,229
Increase in Accrued Liabilities	\$ 31,250	\$ 0
Increase in Due To Shareholder	\$ 13,000	\$ 0
	<u>\$ 5,214</u>	<u>\$ (303,720)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in Common Stock	\$ 0	\$ 0
Increase in Additional Paid in Capital	\$ 0	\$ 263,000
	<u>\$ 5,214</u>	<u>\$ (40,720)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
	<u>\$ 0</u>	<u>\$ 0</u>
	<u>\$ 5,214</u>	<u>\$ (40,720)</u>
BEGINNING CASH	<u>\$ 1,347</u>	<u>\$ 42,704</u>
ENDING CASH	<u>\$ 6,561</u>	<u>\$ 1,984</u>

Quarterly Report

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

	<u>3 Months Ended December 31, 2000</u>	<u>3 Months Ended December 31, 1999</u>
INCOME		
Revenue	\$ <u>0</u>	\$ <u>0</u>
TOTAL INCOME	\$ <u>-</u>	\$ <u>-</u>
EXPENSES		
Selling, General and Administrative	\$ <u>41,941.70</u>	\$ <u>389,449.00</u>
TOTAL EXPENSES	\$ <u>41,941.70</u>	\$ <u>389,449.00</u>
INCOME (LOSS) FROM OPERATIONS	\$ <u>(41,941.70)</u>	\$ <u>(389,449.00)</u>
Interest Income	\$ <u>0</u>	\$ <u>0</u>
INCOME (LOSS) BEFORE INCOME TAXES	\$ <u>(41,941.70)</u>	\$ <u>(389,449.00)</u>
Provision for Income Taxes	\$ <u>0</u>	\$ <u>0</u>
NET INCOME (LOSS)	\$ <u>(41,941.70)</u>	\$ <u>(389,449.00)</u>
PER SHARE – BASIC and DILUTED	<u>\$ (0.0026)</u>	<u>\$ (0.0239)</u>
AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	<u>16,293,580</u>	<u>16,293,580</u>

Quarterly Report

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

	6 Months Ended December 31, 2000	6 Months Ended December 31, 1999
CASH FLOWS FROM OPERATION ACTIVITIES		
Net Income (Loss)	\$ (68,456)	\$ (753,609)
(Increase) Decrease in Accounts Receivable	\$ 7,000	\$ 0
(Increase) Decrease in Deposits	\$ 800	\$ (357,100)
Increase in Accounts Payable	\$ 8,128	\$ (41,003)
Increase in Accrued Liabilities	\$ 31,250	\$ 0
Increase in Due To Shareholder	<u>\$ 27,694</u>	<u>\$ 0</u>
	\$ 6,416	\$ (1,151,712)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in Common Stock	\$ 0	\$ (7,000)
Increase in Additional Paid In Capital	<u>\$ 0</u>	<u>\$ 746,696</u>
	\$ 6,416	\$ (412,016)
CASH FLOWS FROM INVESTING ACTIVITIES		
	<u>\$ 0</u>	<u>\$ 0</u>
	\$ 6,416	\$ (412,016)
 BEGINNING CASH	 <u>\$ 145</u>	 <u>\$ 414,000</u>
 ENDING CASH	 \$ 6,561	 \$ 1,984

Quarterly Report

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

	6 Months Ended <u>December 31, 2000</u>	6 Months Ended <u>December 31, 1999</u>
INCOME		
Revenue	\$ <u>0</u>	\$ <u>0</u>
TOTAL INCOME	\$ <u>-</u>	\$ <u>-</u>
EXPENSES		
Selling, General and Administrative	\$ <u>68,456.32</u>	\$ <u>753,609.00</u>
TOTAL EXPENSES	\$ <u>68,456.32</u>	\$ <u>753,609.00</u>
INCOME (LOSS) FROM OPERATIONS	\$ <u>(68,456.32)</u>	\$ <u>(753,609.00)</u>
Interest Income	\$ <u>0</u>	\$ <u>0</u>
INCOME (LOSS) BEFORE INCOME TAXES	\$ <u>(68,456.32)</u>	\$ <u>(753,609.00)</u>
Provision for Income Taxes	\$ <u>0</u>	\$ <u>0</u>
NET INCOME (LOSS)	\$ <u>(68,456.32)</u>	\$ <u>(753,609.00)</u>
PER SHARE – BASIC and DILUTED	<u>\$ (0.0042)</u>	<u>\$ (0.0462)</u>
AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	<u>16,293,580</u>	<u>16,293,580</u>

Quarterly Report

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.

On February 8, 2001, the company has entered into a stock purchase agreement with Modern MFG Services, Inc., dba VirtualRFQ, whereas MPSS agrees to acquire 100% of the stock of the aforementioned company. The stock for stock transaction is subject to shareholder approval, which the company hopes will be granted within the second calendar quarter of 2001. The Company is in the process of preparing and disseminating proxy materials to its shareholders in preparation for a shareholder meeting to be held later this year. The Agreement contains, among other items, a twenty to one reverse stock split of the MPEG Super Site, Inc. capital share structure and a name change to Modern MFG Services, Inc.

The Company is in the process of the above mentioned acquisition. 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 \$25,000 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.

Quarterly Report

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 February 8, 2001 /s/Bruce M. Tomiyama
(CFO and Secretary)

INDEX TO EXHIBITS

None