

**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 quarterly period ended June 30, 2001**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number 000-31971**

**PROBOOK, INC.**

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

**California**  
(State or other jurisdiction  
of incorporation or organization)

**33-0786687**  
(IRS Employer  
Identification No.)

**1423 West Bernardo Court, Suite 100  
San Diego, California 92127**  
(Address of principal executive offices)

**(858) 675-4445**  
(Issuer's telephone number)

(Former name, former address and former fiscal year, 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 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 CORPORATE ISSUERS**

State the number of shares outstanding of each of the issuer's classes of common equity.  
As of June 30, 2001 - 1,237,433 shares of Common Stock

Transitional Small Business Disclosure Format (check one): Yes ☒ No ☐

# PROBOOK, INC.

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## PART I. FINANCIAL INFORMATION

### ITEM 1. Financial Statements

#### PROBOOK, INC.

(A Development Stage Company)

#### **BALANCE SHEETS**

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	<u><b>June 30, 2001</b></u> (unaudited)
<b>Assets</b>	
<b>Current Assets</b>	
Cash and cash equivalents	\$ 2,296
Receivable from related parties	<u>23,500</u>
<b>Total current assets</b>	<u>\$ 25,796</u>
<b>Property and Equipment</b>	
Computer equipment	\$ 600
Accumulated depreciation	<u>(20)</u>
	<u>580</u>
<b>Total assets</b>	<u><u>\$ 26,376</u></u>
<b>Liabilities and Stockholders' Equity</b>	
<b>Current Liabilities</b>	
Trade payables	\$ 1,483
Loan payable	<u>3,000</u>
<b>Total Current Liabilities</b>	<u>\$ 4,483</u>
<b>Stockholders' Equity</b>	
Common Stock, par value \$.001 per share, authorized 20,000,000; issued and outstanding, 1,237,433 shares as of June 30, 2001	1,237
Additional paid-in capital	1,293,828
Deficit accumulated during the development stage	<u>(1,273,172)</u>
<b>Total Stockholders' Equity</b>	<u>21,893</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u><u>\$ 26,376</u></u>

The accompanying notes are an integral part of the financial statements.

**PROBOOK, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATIONS**

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	<b>For the Six Months Ended</b>		<b>From Inception</b>
	<b><u>June 30, 2000</u></b>	<b><u>June 30, 2001</u></b>	<b>(January 14, 1998)</b>
			<b>Through</b>
			<b><u>June 30, 2001</u></b>
<b>Income</b>	\$ -	\$ -	\$ -
<b>Operating expenses</b>	<u>(40,475)</u>	<u>(21,265)</u>	<u>(1,270,951)</u>
<b>Loss from Operations</b>	(40,475)	(21,265)	(1,270,951)
<b>Other Income (Expenses)</b>			
Rental income	-	-	4,250
Interest income	-	-	960
Gain on sale of technology	-	-	23,258
Loss on sale of equipment and furniture	(22,712)	-	(22,712)
Interest expense	<u>(99)</u>	<u>-</u>	<u>(4,777)</u>
<b>Net Loss Before Income Taxes</b>	\$ (63,286)	\$ (21,265)	\$ (1,269,972)
Income Taxes	<u>(800)</u>	<u>(800)</u>	<u>(3,200)</u>
<b>Net Loss</b>	<u>\$ (64,086)</u>	<u>\$ (22,065)</u>	<u>\$ (1,273,172)</u>
<b>Basic loss per share:</b>			
Loss from operation	<u>\$ n/a</u>	<u>\$ n/a</u>	
<b>Weighted Average Common Shares Outstanding</b>	<u>4,163,383</u>	<u>1,237,433</u>	

The accompanying notes are an integral part of the financial statements

**PROBOOK, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOWS**

	<b>For the Six Months Ended</b>		<b>From Inception</b>
	<b><u>June 30, 2000</u></b>	<b><u>June 30, 2001</u></b>	<b>(January 14, 1998)</b>
			<b>Through</b>
			<b><u>June 30, 2001</u></b>
<b>Cash Flows from Operating Activities</b>			
Net loss	\$ (64,086)	\$ (22,065)	\$ (1,273,172)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	4,248	20	16,947
Interest expense	363	-	3,768
Gain on sale of technology	-	-	(23,258)
Loss on disposition of assets	22,712	-	22,712
(Increase) Decrease in Assets			-
(Increase) decrease in employee advances		-	-
(Increase) decrease in prepaid expenses	-	-	-
(Increase) in organization costs		-	-
Increase (Decrease) in Liabilities			-
Increase (decrease) in accounts payable	(2,060)	(760)	21,161
Increase (decrease) in income taxes payable	800	-	-
<b>Net cash used in operating activities</b>	<b><u>(38,023)</u></b>	<b><u>(22,805)</u></b>	<b><u>(1,232,842)</u></b>
<b>Cash Flows from Investing Activities</b>			
Proceeds from sale of assets	2,850	-	2,850
Equipment acquisition	<u>-</u>	<u>(600)</u>	<u>(43,089)</u>
<b>Net cash provided (used) in investing activities</b>	<b><u>2,850</u></b>	<b><u>(600)</u></b>	<b><u>(40,239)</u></b>
<b>Cash Flows from Financing Activities</b>			
Gross proceeds from private offerings	30,000	-	1,152,345
Advances from related parties	13,500	-	171,612
Repayments to related parties	(3,000)	-	(13,195)
Loans to related parties	-	(15,000)	(40,385)
Loan repayments from related parties	<u>-</u>	<u>-</u>	<u>5,000</u>
<b>Net cash provided by financing activities</b>	<b><u>40,500</u></b>	<b><u>(15,000)</u></b>	<b><u>1,275,377</u></b>
<b>Net Increase (Decrease) in Cash and Cash equivalents</b>	<b>5,327</b>	<b>(38,405)</b>	<b>2,296</b>
<b>Beginning Balance - Cash and cash equivalents</b>	<b><u>3,603</u></b>	<b><u>40,701</u></b>	<b><u>-</u></b>
<b>Ending Balance - Cash and Cash Equivalents</b>	<b><u>\$ 8,930</u></b>	<b><u>\$ 2,296</u></b>	<b><u>\$ 2,296</u></b>

The accompanying notes are an integral part of the financial statements

**PROBOOK, INC.**  
**(A Development Stage Company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

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**SUPPLEMENTAL SCHEDULES TO STATEMENT OF CASH FLOWS**

	<b>For the Three Months Ended</b>		<b>From Inception</b>
	<b><u>June 30, 2000</u></b>	<b><u>June 30, 2001</u></b>	<b>(January 14, 1998)</b>
			<b>Through</b>
			<b><u>June 30, 2001</u></b>
<b>Cash Paid During Year For:</b>			
Income Taxes	\$ <u>          -</u>	\$ <u>          800</u>	\$ <u>          3,200</u>
Interest	\$ <u>          -</u>	\$ <u>          -</u>	\$ <u>          2,221</u>

The accompanying notes are an integral part of the financial statements.

**PROBOOK, INC.**  
**(a Development Stage Company)**  
**NOTES TO FINANCIAL STATEMENTS**

Note 1 - In the opinion of the Company's management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position of the Company as of June 30, 2001, and the results of operations and cash flows for the six month periods ended June 30, 2001 and 2000, and for the period from the Company's inception (January 14, 1998) through June 30, 2001. The operating results of the Company on a semi-annual basis may not be indicative of operating results for the full year.

## **PROBOOK, INC.**

### **Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations**

#### Results of Operations for the six-months ended June 30, 2000

Operating expenses of \$40,475 comprises of consulting fees of \$23,000, insurance of \$6,177 (consisting of health insurance), depreciation of \$4,248, rent of \$1,852, entertainment and travel of \$1,241, and telephone of \$2,061.

Also during the six-month period, the Company realized a loss of \$22,712 from the sale of its computer equipment and furnishings to an affiliate and incurred \$99 in interest expense.

#### Results of Operations for the six-months ended June 30, 2001

The majority of the net loss of \$21,265 comprises of \$5,500 in legal fees, \$6,582 in insurance (\$6,528 consisting of health insurance), \$3,510 in accounting fees, office supplies of \$762, equipment rental of \$1,312, telephone of \$919, and \$800 in franchise tax.

#### Liquidity and Capital Resources

##### For the six-months ended June 30, 2000.

During the six-month period June 30, 2000, the Company's cash position increased by \$5,327. The Company received \$30,000 through the issuance of its common stock, \$13,500 as a loan from an affiliate, and \$2,850 through the sale of its computer equipment and furnishings. The Company used \$38,023 in its operations and repaid \$3,000 in loans to an affiliate.

##### For the six-months ended June 30, 2001.

During the six-month period June 30, 2001, the Company's cash position decreased by \$38,405, of which \$22,805 was used in operations, \$600 was used to buy computer equipment, and \$15,000 was paid to a related party (Greg Writer) as a loan.



**PROBOOK, INC.**

**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None

**Item 2. Change in Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

None

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

Not applicable

**Item 5. Other Information**

Not applicable

**Item 6. Exhibits and Reports on Form 8-K**

No other filing were made as of the date of this filing.

**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.

PROBOOK, INC.

By: /s/ David Spoon  
David Spoon, President

Date: July 24, 2001