

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

FORM 10-KSB

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2001

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

Commission file number 000-31971

PROBOOK, INC.

(Name of small business issuer as specified in its charter)

44011 Ridge Ranch Road
Valley Center, California 92082

(760) 749-4535

(Address of principal executive office & telephone number)

California
(State of incorporation)

33-0786687
(IRS Employer Identification #)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$.001 per share

Check whether the issuer (1) has 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.

Check if disclosure of delinquent filers in response to Item 405 of Regulation SB is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

State issuer's revenues for the most recent fiscal year: \$0

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the par value of the common equity is \$1,304 as of March 01, 2001.

Probook, Inc. has outstanding 2,000,000 shares of common stock as March 01, 2001.

Documents Incorporated by Reference

Probook, Inc. incorporates by reference to Part III of this Form 10-KSB, the registrant's Registration Statement on Form 10-SB, and exhibits thereto, filed November 16, 2000 under the Securities Act of 1933

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

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Description of Business

Business

Probook, Inc. was incorporated in the State of California on January 14, 1998.

Probook, Inc. was created to bring value to sports fans, advertisers, sports related product companies, as well as to sports celebrities, by enhancing the opportunity for interaction.

Since inception, Probook has had limited operation and operating losses. Management is currently evaluating the current business plan to determine capital requirements to develop both short and long-term revenue sources sufficient to fully implement and expand operations. Management may also consider opportunities outside the current business plan; which could include additional funding means or evaluating and conducting a business combination, acquisition or merger.

Probook intended to provide the fan and sports consumer with the opportunity to interact and gain access to their sports heroes' business and charities. Probook intended to bringing sports celebrities, fans, corporate America and collectors together in a business environment. Once accomplished, the Company hoped to establish Probook as the branded identity for access to sports celebrities from various spectrums of the sports world.

Internet Site

Probook has created a web site providing fans with information they can't get anywhere else. Visitors to <http://www.Probookbiz.com> experienced access to our athletes, memorabilia, links and sponsors. Directories, promotional media, and services available through Probook provided individuals, businesses, and communities with comprehensive information and access to featured sports celebrities. The site also included an online Store where a variety of merchandise including; athletic gear, sport's videos, books and pictures could be purchased.

The Site is currently unavailable to the public. It may be made available if management is able to secure sufficient capital to maintain and operate the site.

Marketing and Sales

Probook, Inc. is not currently conducting marketing and sales activities.

Employees

Probook, Inc. currently has one employee; Jeffrey Chatfield, who is an officer and director of the company.

Description of Properties

The company's executive offices are currently located at 44011 Ridge Ranch Road, Valley Center, California 92082 and are being provided ant no cost to the company by a shareholder.

Directors, Executive Officers, and Significant Employees

Probook, Inc. has one director, Jeffrey Chatfield, age 38.

Mr. Chatfield is President, Secretary and Treasurer of the corporation.

Remuneration of Directors and Officers

No compensation was paid to officers of Probook, Inc. during the fiscal year 2001.

There are no annuity, pension or retirement benefits proposed to be paid to officers, directors, or employees of Probook, Inc.

No employment agreements currently exist or are contemplated until the company is profitable.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of Probook, Inc.'s common stock as of February 2002, by each person or entity known to be the beneficial owner of more than 5% of the outstanding shares of common stock, each director and named executive officer.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Number of Shares</u>	<u>Percentage of Class</u>
Common Stock	Jeffrey Chatfield 13712 Sorbonne Ct. San Diego, CA 92128	187,680	9.4
Common Stock	Edward Braken 14011 Ridge Ranch Road Valley Center, CA 92082	187,670	9.4
Common Stock	Mary Writer 2682 Auralie Drive Escondido, CA 92025	375,028	18.7
Common Stock	Moon Lew 2122 Mason St. San Francisco, CA 92026	366,000	18.3
Common Stock	David Spoon 31250 Rivoli Road Valley Center, CA 92082	187,679	9.4
Total Shares of 5% or more Beneficial Ownership		1,304,057	65.2
Total Shares Issued and Outstanding		2,000,000	

The total number of shares owned by management of Probook, Inc. is 187,680; all such shares owned by Jeffrey Chatfield, President, Treasurer and Secretary

Interest of Management and Others in Certain Transactions

In 2000, the Company received \$130,000 through the issuance of 215,000 shares of its common stock.

In September 2000, the founders, officers, directors and past employees of the Company have voluntarily returned to the Company 3,135,000 of its common stock that have been subsequently cancelled.

During 2000, the Company sold all of its equipment and furniture with a cost basis of \$25,562 to an affiliate for \$2,850. The Company recognized a net loss of \$22,712 on this transaction.

In 2000, the Company borrowed \$3,000 from a Company affiliated with the Company's Secretary. As of December 31, 2001, this loan is still outstanding, and is unsecured, non-interest bearing and is due on demand.

In 2001, the Company advanced \$15,000 to a family member of the Company's Secretary, .of which \$7,500 was repaid. The remaining balance of \$7,500 is unsecured, non-interest bearing and due on demand.

As of December 31, 2001, the Company is owed \$8,500 from a company managed by the Company's president. The loan is unsecured, non-interest bearing and due on demand.

Market Price of Dividends on Common Equity and Other Shareholder Matters

There is currently no public market for the Company's stock.

The company has never paid dividends. At present, the company does not anticipate paying any dividends on its common stock in the foreseeable future and intends to devote any earnings to the development of the company's business.

Legal Proceedings

The company is not presently a party to any material litigation.

Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

The company has had no change in or disagreements with its accountants since inception.

Submission of Matters to a Vote of Security Holders

No matter was submitted to a vote of securities holders of the company during fiscal year 2001.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires the company's directors and officers, and persons who own more than ten-percent (10%) of the company's common stock, to file with the Securities and Exchange Commission reports of ownership on Form 3 and reports of change in ownership on Forms 4 and 5. Such officers, directors and ten-percent stockholders are also required to furnish the company with copies of all Section 16(a) reports they file. Based solely on its review of the copies of such forms received by the company and on written representations from certain reporting persons, the company believes that all Section 16(a) reports applicable to its officers, directors and ten-percent stockholders with respect to the fiscal year ended December 31, 2001 were filed.

Reports on Form 8-K

1. Report on Form 8-K, Probook, Inc., filed on February 5, 2002;
 - (a) resignation of certain officers
 - (b) resignation of certain directors
2. Report on Form 8-K, Probook, Inc., filed February 20, 2002;
 - (a) changes in control of registrant
 - (b) acquisition or disposition of assets
 - (c) appointments of certain officers and directors
3. Report on Form 8-K, Probook, Inc., filed February 28, 2002;
 - (a) changes in control of registrant
 - (b) acquisition or disposition of assets
 - (c) resignation of certain officers
 - (d) resignation of certain directors
 - (e) appointment of certain officer and director

Financial Statements

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Independent Auditors' Report

Board of Directors
Probook, Inc.
San Diego, California

We have audited the accompanying balance sheets of Probook, Inc., (A Development Stage Company) as of December 31, 2000 and 2001, and the related statements of operations, cash flows, and stockholders' equity for the period for the two years ended December 31, 2001, and for the period from inception (January 14, 1998) through December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. These standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Probook, Inc. as of December 31, 2000 and 2001, and the results of its operations and its cash flows for the two years ended December 31, 2001, and for the period from inception (January 14, 1998) through December 31, 2001, in conformity with generally accepted accounting principles.

/s/ Jonathon P. Reuben C.P.A.

Jonathon P. Reuben, C.P.A.
An Accountancy Corporation
Torrance, California
April 10, 2002

PROBOOK, INC.
(A Development Stage Company)
BALANCE SHEETS

	<u>December 31, 2000</u>	<u>December 31, 2001</u>
Assets		
Current Assets		
Cash and cash equivalents	\$ 40,701	\$ 1,364
Loan receivable	8,500	16,000
Prepaid expenses	<u>-</u>	<u>-</u>
Total Current Assets	<u>49,201</u>	<u>17,364</u>
Property and Equipment		
Computer equipment	-	600
Less accumulated depreciation	<u>-</u>	<u>(80)</u>
	<u>-</u>	<u>520</u>
Total Assets	<u>\$ 49,201</u>	<u>\$ 17,884</u>

PROBOOK, INC.
(A Development Stage Company)
BALANCE SHEETS

	<u>December 31, 2000</u>	<u>December 31, 2001</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 2,243	\$ 980
Income taxes payable	-	-
Loans payable	<u>3,000</u>	<u>3,000</u>
Total Current Liabilities	5,243	3,980
Stockholders' Equity		
Common Stock, par value \$.001 per share; authorized 20,000,000 shares; issued and outstanding 1,237,433 shares as of December 31, 2001, and 2000	1,237	1,237
Additional Paid-in Capital	1,293,828	1,293,828
Deficit Accumulated During Development Stage	<u>(1,251,107)</u>	<u>(1,281,161)</u>
Total Stockholders' Equity	<u>43,958</u>	<u>13,904</u>
Total Liabilities and Stockholders' Equity	<u>\$ 49,201</u>	<u>\$ 17,884</u>

The accompanying notes are an integral part of the financial statements

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PROBOOK, INC.
(A Development Stage Company)
STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT

	For the Year Ended		From Inception
	December 31, 2000	December 31, 2001	(January 14, 1998)
			Through
			December 31, 2001
Income	\$ -	\$ -	\$ -
Operating expenses	<u>(88,566)</u>	<u>(29,254)</u>	<u>(1,278,940)</u>
Loss from Operations	(88,566)	(29,254)	(1,278,940)
Other Income (Expenses)			
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>(79)</u>	<u>-</u>	<u>(4,777)</u>
Net Loss Before Income Taxes	\$ (111,357)	\$ (29,254)	\$ (1,277,961)
Income Taxes	<u>(800)</u>	<u>(800)</u>	<u>(3,200)</u>
Net Loss	<u>\$ (112,157)</u>	<u>\$ (30,054)</u>	<u>\$ (1,281,161)</u>
Basic Loss Per Share:	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	
Proforma Basic Loss Per Share:	<u>\$ (0.10)</u>		
Weighted Average Common Shares Outstanding	<u>1,237,433</u>	<u>1,237,433</u>	

The accompanying notes are an integral part of the financial statements

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PROBOOK, INC.
(A Development Stage Company)
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FROM THE COMPANY'S INCEPTION (JANUARY 14, 1998) THROUGH DECEMBER 31, 2001

	Common Stock		Paid-In	Deficit
	Shares	Amount	Capital	Accumulated During the Development Stage
Shares issued for cash	3,910,845	\$ 3,911	\$ 870,559	\$ -
Net loss from the Company's inception (January 14, 1998) through December 31, 1998	-	-	-	(759,770)
Balance - December 31, 1998	3,910,845	\$ 3,911	\$ 807,559	\$ (759,770)
Shares issued for cash	102,974	103	210,772	-
Shares issued for cancellation of indebtedness	147,614	147	150,573	-
Shares cancelled in exchange for debt	(4,000)	(4)	(7,996)	-
Net loss for the year ended December 31, 1999	-	-	-	(379,180)
Balance - December 31, 1999	4,157,433	\$ 4,157	\$ 1,160,908	\$ (1,138,950)
Shares issued for cash	215,000	215	129,785	-
Shares returned to Company and cancelled	(3,135,000)	(3,135)	3,135	-
Net loss for the year ended December 31, 2000	-	-	-	(112,157)
Balance - December 31, 2000	1,237,433	\$ 1,237	\$ 1,293,828	\$ (1,251,107)
Net loss for the year ended December 31, 2001	-	-	-	(30,054)
Balance - December 31, 2000	<u>1,237,433</u>	<u>\$ 1,237</u>	<u>\$ 1,293,828</u>	<u>\$ (1,281,161)</u>

The accompanying notes are an integral part of the financial statements

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

	For the Year Ended		From Inception (January 14, 1998)
	<u>December 31, 2000</u>	<u>December 31, 2001</u>	Through <u>December 31, 2001</u>
Cash Flows from Operating Activities			
Net loss	\$ (112,157)	\$ (30,054)	\$ (1,281,161)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	4,248	80	17,007
Interest expense	-	-	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 prepaid expenses	1,688	-	-
(Increase) in organization costs		-	-
Increase (Decrease) in Liabilities			
Increase (decrease) in accounts payable	(2,143)	(1,263)	19,658
Increase (decrease) in income taxes payable	<u>(1,600)</u>	<u>-</u>	<u>-</u>
Net cash used in operating activities	<u>(87,252)</u>	<u>(31,237)</u>	<u>(1,241,274)</u>
Cash Flows from Investing Activities			
Proceeds from sale of assets	2,850	-	-
Equipment acquisition	<u>-</u>	<u>(600)</u>	<u>(43,089)</u>
Net cash provided (used) in investing activities	<u>2,850</u>	<u>(600)</u>	<u>(40,239)</u>
Cash Flows from Financing Activities			
Gross proceeds from private offerings	130,000	-	1,152,345
Advances from related parties	1,500	-	171,612
Repayments to related parties	-	-	(13,195)
Loans to related parties	(10,000)	(15,000)	(40,385)
Loan repayments from related parties	<u>-</u>	<u>7,500</u>	<u>12,500</u>
Net cash provided by financing activities	<u>121,500</u>	<u>(7,500)</u>	<u>1,282,877</u>
Net Increase (Decrease) in Cash and Cash Equivalents	37,098	(39,337)	1,364
Beginning Balance - Cash and Cash Equivalents	<u>3,603</u>	<u>40,701</u>	<u>-</u>
Ending Balance - Cash and Cash Equivalents	<u>\$ 40,701</u>	<u>\$ 1,364</u>	<u>\$ 1,364</u>

The accompanying notes are an integral part of the financial statements

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

Supplemental Information:

Non-cash Investing and Financing Activities:

In September 30, 2000, certain shareholders returned 3, 135,000 shares of common stock to the Company which were subsequently cancelled.

Cash Paid For:

	For the Year Ended		From Inception
	<u>December 31, 2000</u>	<u>December 31, 2001</u>	(January 14, 1998)
			Through
			<u>December 31, 2001</u>
Interest Expense	\$ 79	\$ -	\$ 1,009
Income Taxes	\$ 2,400	\$ 800	\$ 3,200

PROBOOK, INC.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2000 and 2001

Note 1 - Organization

Probook, Inc. (the "Company") was incorporated in California on January 14, 1998. Currently, the Company has no principal plan of operations and is currently seeking an on-going business to acquire.

The Company is in the development stage as defined in FASB Statement 7. The Company has not paid any dividends and dividends, which may be paid in the future, will depend on the financial requirements of the Company and other relevant factors.

Note 2 - Summary of Significant Accounting Policies

a. Property and Equipment

The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Depreciation is computed on the straight-line method for financial reporting purposes and for income tax reporting purposes.

b. Net Loss Per Share

The Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share" ("EPS") that established standards for the computation, presentation and disclosure of earnings per share, replacing the presentation of Primary EPS with a presentation of Basic EPS.

As discussed further in Note 4, founders and certain other shareholders in 2000, returned to the Company 3,135,000 shares of its common stock that were subsequently cancelled. Proforma basic loss per share has been provided for all periods included in the financial statements as if the 3,135,000 shares were cancelled as of the beginning of each period.

c. Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

d. Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management 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 period. Actual results could differ from those estimates.

e. Income Taxes

The Company accounts for its income taxes under the provisions of Statement of Financial Accounting Standards 109 ("SFAS 109"). The method of accounting for income taxes under SFAS 109 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

f. Fair Value of Financial Instruments

Pursuant to SFAS No. 107, "Disclosures About Fair Value of Financial Instruments", the Company is required to estimate the fair value of all financial instruments included on its balance sheets as of December 31, 2000 and 2001. The Company considers the carrying value of such amounts in the financial statements to approximate their face value.

g. New Accounting Pronouncements

SFAS No. 130, "Reporting Comprehensive Income", establishes standards for reporting and displaying comprehensive income and its components in financial statements. The Company adopted the provisions of SFAS No. 130 in 1998, but has had no elements of comprehensive income since inception.

SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information", establishes a new model for segment reporting, called the "management approach" and requires certain disclosures for each segment. The management approach is based on the way the chief operating decision-maker organizes segments within a company for making operating decisions and assessing performance. The Company adopted the provisions of SFAS No. 131 in 1998, but currently is in the development stage.

PROBOOK, INC.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2000 and 2001

Note 3 – Transactions with Related Parties

- a. During 2000, the Company sold all of its equipment and furniture with a cost basis of \$25,562 to an affiliate for \$2,850. The Company recognized a net loss of \$22,712 on this transaction.
- b. As of December 31, 2001, the Company is owed \$8,500 from a company managed by the Company's president. The loan is unsecured, non-interest bearing and due on demand.
- c. In 2001, the Company advanced \$15,000 to a family member of the Company's Secretary, of which \$7,500 was repaid. The remaining balance of \$7,500 is unsecured, non-interest bearing and due on demand.
- d. In 2000, the Company borrowed \$3,000 from a Company affiliated with the Company's Secretary. As of December 31, 2001, this loan is still outstanding, and is unsecured, non-interest bearing and is due on demand.
- e. The Company is operated from offices maintained by its management at no charge.

Note 4 - Issuance of Common Stock

In 2000, the Company received \$130,000 through the issuance of 215,000 shares of its common stock.

In September 2000, the founders, officers, directors and past employees of the Company have voluntarily returned to the Company 3,135,000 of its common stock that have been subsequently cancelled.

Each share outstanding is entitled to one vote.

Note 5 - Income Taxes

For income tax reporting purposes, the Company is treated as a start up. All losses the Company incurred prior to the commencement of its operations are suspended. As of December 31, 2001, the Company has suspended losses of approximately \$1,281,000.

An allowance has been provided for by the Company which reduced the tax benefits accrued by the Company for these start up costs to zero, as it cannot be determined when, or if, the tax benefits derived from these losses will materialize.

Index to Exhibits

Charter and By-laws

The company incorporates by reference the exhibit 3(a) Articles and the exhibit 3(b) By-laws, filed with its disclosure statement on Form 10SB on November 16, 2000.

Description of Exhibits

Charter and By-laws

The company incorporates by reference the exhibit 3(a) Articles and the exhibit 3(b) By-laws, filed with its disclosure statement on Form 10SB on November 16, 2000.

Signatures

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

Probook, Inc.

(Registrant)

Date: April 15, 2002

By: \S\ Jeffrey Chatfield, President
Jeffrey Chatfield; President, Secretary and Treasurer