

**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, 2000**

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

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

**001-15665**

(Commission file number)

**e-CHANNELS CORPORATION**

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

**Nevada**

(State or other jurisdiction  
of incorporation or organization)

**88-0389393**

(IRS Employer  
Identification No.)

**11423 West Bernardo Court, San Diego, California 92127**

(Address of principal executive offices)

**(858) 675-4449**

(Issuer's telephone number)

**MAKE IT HAPPEN MANAGEMENT**

(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, 2000 - 16,640,000 shares of Common Stock

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

# **e-CHANNELS CORPORATION**

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(Transitional Format Alternative 2; Model B of Form 1A)

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## PART I. FINANCIAL INFORMATION

### ITEM 1. Financial Statements

#### MAKE IT HAPPEN MANAGEMENT (A Development Stage Company)

##### **BALANCE SHEETS**

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	<u><b>June 30, 2000</b></u>
<b>Assets</b>	
<b>Current Assets</b>	
Cash and cash equivalents	\$ 6,071
Loan receivable - affiliate	295
<b>Total Assets</b>	<u>\$ 6,366</u>
<b>Liabilities and Stockholders' Equity (Deficit)</b>	
<b>Current Liabilities</b>	
Trade payables	\$ 836
Loans payable affiliate	<u>5,000</u>
<b>Total Current Liabilities</b>	<u>5,836</u>
<b>Stockholders' Equity</b>	
Common Stock, par value \$.01 per share, authorized 50,000,000 issued outstanding 16,640.000 shares as of June 30, 2000	16,640
Additional paid-in capital	147,760
Deficit accumulated during the development stage	(163,870)
<b>Total Stockholders' Equity</b>	<u>530</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 6,366</u>

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

**MAKE IT HAPPEN MANAGEMENT**  
**(A Development Stage Company)**

**STATEMENTS OF OPERATIONS**

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	For the Six Months Ended		From Inception (March 23, 1998) Through
	<u>June 30 2000</u>	<u>June 30 1999</u>	<u>June 30, 2000</u>
<b>Income</b>	\$ -	\$ -	\$ -
<b>Operating expenses</b>	(8,474)	(13,469)	(163,870)
Net loss	<u>\$ (8,474)</u>	<u>\$ (13,469)</u>	<u>\$ (163,870)</u>
<b>Basic loss per share:</b>			
Loss from operation	<u>\$ (0.0002)</u>	<u>\$ (0.0002)</u>	
<b>Basic weighted average shares outstanding</b>	<b><u>42,782,837</u></b>	<b><u>54,915,616</u></b>	

The accompanying notes are an integral part of the financial statements

**MAKE IT HAPPEN MANAGEMENT**  
**(A Development Stage Company)**

**STATEMENTS OF CASH FLOWS**

	<b>For the Six Months Ended</b>		<b>From Inception</b>
	<b>June 30, 2000</b>	<b>June 30, 1999</b>	<b>(March 23, 1998)</b>
			<b>Through</b>
			<b>June 30, 2000</b>
<b>Cash Flows from Operating Activities</b>			
Net loss	\$ (8,474)	\$ (13,469)	\$ (163,870)
Adjustments to reconcile net loss to net cash used in operating activities:			
Consulting services	-	-	13,000
Increase (Decrease) in accounts payable	772	(2,567)	836
<b>Net cash use in operating activities</b>	<b>(7,702)</b>	<b>(16,036)</b>	<b>(150,034)</b>
<b>Cash Flows from Finance Activities</b>			
Gross proceeds from private offerings	-	26,000	156,400
Deferred offering costs	1,500	-	-
Loans from affiliates	-	-	5,000
Repayments to affiliates	-	(5,000)	(5,000)
Loans to affiliates	(295)	-	(32,295)
Repayments from affiliate	-	-	32,000
<b>Net cash provided by financing activities</b>	<b>1,205</b>	<b>21,000</b>	<b>156,105</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>\$ (6,497)</b>	<b>\$ 4,964</b>	<b>\$ 6,071</b>
<b>Cash and cash equivalents - beginning of period</b>	<b>\$ 12,568</b>	<b>\$ 72</b>	<b>\$ -</b>
<b>Cash and cash equivalents - end of period</b>	<b>\$ 6,071</b>	<b>\$ 5,036</b>	<b>\$ 6,071</b>

The accompanying notes are an integral part of the financial statements

**MAKE IT HAPPEN MANAGEMENT**  
**(A Development Stage Company)**

**STATEMENTS OF CASH FLOWS**

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**SUPPLEMENTAL SCHEDULES TO STATEMENT 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, 1999</u></b>	<b>(March 23, 1998)</b>
			<b><u>Through</u></b>
			<b><u>June 30, 2000</u></b>
<b>Cash Paid During Year For:</b>			
<b>Income Taxes</b>	\$ -	\$ -	\$ -
<b>Interest</b>	\$ -	\$ -	\$ -

**Non-cash finance or investment activities:**

In May 1999, the Company issued 120,000 shares of common stock to an affiliate in exchange for the cancellation of \$6,000 of indebtedness.

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

**e-CHANNELS CORPORATION**  
**(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, 2000, and the results of operations and cash flows for the six month periods ended June 30, 2000 and 1999, and for the period from the Company's inception (March 23, 1998) through June 30, 2000. The operating results of the Company on a semi-annual basis may not be indicative of operating results for the full year.

**Results of Operations for the Six-Months Ended June 30, 2000**

The majority of the net loss of \$8,473 comprises of accounting fees \$2,979, legal fees of \$2,750, stock transfer fees of \$912, promotion of \$310, and travel and entertainment of \$531, and printing and reproduction of \$836

**Results of Operations for the Six-Months Ended June 30, 1999**

The majority of the net loss of \$13,469 comprises of management fees of \$4,500, accounting fees \$2,500, stock transfer fees of \$1,266, promotion of \$2,145, and travel and entertainment of \$750, and outside services of \$1,043.

**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 decreased by \$6,497. The Company used \$6,202 in its operations and advanced \$295 to an affiliate.

For the six-months ended June 30, 1999.

During the six-month period June 30, 1999, the Company's cash position decreased by \$4,964. The Company received \$20,000 from the issuance of its common stock and \$6,000 from a loan. This \$6,000 loan was cancelled through the issuance of the Company's common stock. The Company repaid \$5,000 to an affiliate and used \$16,036 in its operations.

**e-CHANNELS CORPORATION**  
**(a Development Stage Company)**  
**NOTES TO FINANCIAL STATEMENTS**

Note 2 - Summary of Significant Accounting Policies

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.

Net Loss Per Share

The Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 128, "Earning Per Share" that established standards for the computation, presentation and disclosure of earnings per share (EPS), replacing the presentation of Primary EPS with a presentation of Basic EPS. It also requires dual presentation of Basic EPS and Diluted EPS on the face of the income statement for entities with complex capital structures. Basic EPS is based on the weighted average number of common shares outstanding during the period.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Issuances Involving Non-cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling either the market value of the shares issued or the value of consideration received whichever is more readily determinable. The majority of the non-cash consideration received pertains to consulting services rendered by consultants and others.

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.

Income Taxes

Income taxes are provided based on earnings reported for the financial statement purposes. In accordance with FASB Statement 109, the asset and liability method requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of assets and liabilities.



## **e-CHANNELS CORPORATION**

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

This statement includes projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the expectations are disclosed in the Registration Statement.

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

The Company is in the process of attempting to sell short-term advertising contracts on a per impression basis or for a fixed-fee based on a minimum number of impressions on its web site.

To potentially enable advertisers to verify the number of advertisement playbacks or visual impressions made by their advertisements and monitor their advertisement's effectiveness, the Company intends on providing its advertisers with reports showing data on impressions and categories, and then selecting advertisements specifically targeted to a particular consumer's personal profile.

The Company intends to develop partnerships with strategic Internet sites to increase the traffic to its Web Site categories. Incremental increases in traffic generated from partnership sites will increase the frequency of advertisement impressions on the Company's Web site. The Company believes it can significantly increase total advertising revenue from the increased traffic generated by partnered sites.

Additional funds may be required in order to proceed with the business plan outlined above. These funds would be raised through additional private placements or other financial arrangements including debt or equity. 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.

The Company is in the process of completing negotiations regarding a Stock Exchange Agreement with e-Channels Corporation, a Canadian Corporation, whereby e-Channels, a Nevada Corporation would be the surviving entity. If and when this business combination is completed, e-Channels Corporation, a Nevada Corporation, will undertake the business plan and purposes of e-Channels Canada.

## **e-CHANNELS CORPORATION**

### **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**

Exhibits

27.1 - Financial Data Schedule

Reports on Form 8-K

On June 6, 2000, the Company Filed a Form 8-K with the United States Securities and Exchange Commission. Therein the Company reported the following:

On May 3, 2000, Make It Happen Management accepted resignations from the following officers and directors:

Mary Writer, Secretary/Treasurer and Director;  
Amber Rhoades, Vice-President and Director; and  
David Spoon, President and Director.

On May 3, 2000, Make It Happen Management hired Mr. Paul Lanham its Secretary/Treasurer. Also on May 3, 2000, Make It Happen Management hired Mr. Serge Trudeau as its Chairman. As part of the executive retention packages, Messrs. Lanham and Trudeau were appointed to the Company's Board of Directors.

Via Board Action, Make It Happen Management changed its name to e-Channels Corporation. The name change was effective on May 23, 2000.

Via Board Action, the Company declared a five (5) for one (1) stock dividend. The record date for this stock dividend was May 17, 2000, with the pay date occurring on May 23, 2000.

## **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.

e-CHANNELS CORPORATION

By: /s/ Serge Trudeau  
Serge Trudeau  
President

Date: August 29, 2000

