

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-QSB

(Mark one)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-33109

MISSOURI RIVER AND GOLD GEM CORPORATION
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

81-0444479
(IRS Employer Identification Number)

2024 105TH PL. S.E., Everett, WA, 99208
(Address of principal executive offices)

Registrant's Telephone Number, Including Area Code: (425) 337-7778

Common Stock
Title of each class

The OTC-Bulletin Board
Name and exchange on which registered

Indicate by check mark whether the registrant (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 as the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. **Yes ☒** No ☐

At October 13, 2003, 4,938,115 shares of the registrant's common stock were outstanding.

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PART I.

ITEM 1: FINANCIAL STATEMENTS

Missouri River and Gold Gem Corporation	Balance Sheets as of September 30, 2003 and December 31, 2002
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ASSETS

	(Unaudited), September 30, 2003	December 31, 2002
CURRENT ASSETS:		
Cash	\$ 34,759	\$ 48,319
Total assets	\$ 34,759	\$ 48,319

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:		
Accounts payable	\$ 140	
Total current liabilities	140	
STOCKHOLDERS' EQUITY:		
Preferred stock; \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding		
Common stock; \$0.001 par value; 300,000,000 shares authorized; 4,938,115 shares issued and outstanding	4,938	4,938
Additional paid-in capital	638,433	638,433
Accumulated deficit	(608,752)	(595,052)
Total stockholders' equity	34,619	48,319
Total liabilities and stockholders' equity	\$ 34,759	\$ 48,319

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

Missouri River and Gold Gem Corporation
(Unaudited)

Statements of Operations for the
Three and Nine Month Periods Ended
September 30, 2003 and 2002

	<u>September 30, 2003</u>		<u>September 30, 2002</u>	
	<u>Three</u> <u>Months</u>	<u>Nine</u> <u>Months</u>	<u>Three</u> <u>Months</u>	<u>Nine</u> <u>Months</u>
OPERATING EXPENSES:				
General and administrative				
expenses	\$ 5,286	\$ 13,901	\$ 1,458	\$ 23,685
Total operating	5,286	13,901	1,458	23,685
expenses				
OTHER (INCOME):				
Interest income	(60)	(201)	(167)	(688)
Total other (income)	(60)	(201)	(167)	(688)
NET LOSS	\$ 5,226	\$ 13,700	\$ 1,291	\$ 22,997
NET LOSS PER SHARE	\$ Nil	\$ Nil	\$ Nil	\$ Nil
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – BASIC	\$ 4,938,115	\$ 4,938,115	\$ 4,938,115	\$ 4,938,115

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

Missouri River and Gold Gem Corporation
(Unaudited)

Statements of Cash Flows for the
Nine Month Periods Ended
September 30, 2003 and 2002

	Nine Months Ended September 30,	
	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (13,700)	\$ (22,997)
Change in:		
Increase in accrued interest receivable		165
Increase in accounts payable	140	91
Net cash flows used by operating activities	(13,560)	(22,741)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment on note receivable – stock	-	5,000
Net cash provided from financing activities	-	5,000
NET DECREASE IN CASH	(13,560)	(17,741)
CASH AT BEGINNING OF PERIOD	48,319	67,137
CASH AT END OF PERIOD	\$ 34,759	\$ 49,396

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

1. Basis of Presentation:

The financial statements of Missouri River and Gold Gem Corporation included herein have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Although certain information normally included in financial statements prepared in accordance with generally accepted accounting principles has been condensed or omitted, Missouri River and Gold Gem Corporation believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto for the fiscal year ended December 31, 2002 included in the registrant's filing of Form 10-KSB.

The financial statements included herein reflect all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation. The results for interim periods are not necessarily indicative of trends or of results to be expected for the full year ending December 31, 2003.

2. Nature of Business:

The objectives of the Company are to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of a publicly registered corporation. The Company has no recurring source of revenue and has incurred operating losses since inception. These conditions raise substantial doubt about the Company's ability to continue as a going concern as expressed by the Company's independent accountants in their report on the Company's December 31, 2002 financial statements. The interim financial statements do not contain any adjustments which might be necessary if the Company is unable to continue as a going concern.

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATIONS

Plan of Operation

General

This report contains both historical and prospective statements concerning the Company and its operations. Prospective statements (known as "forward-looking statements") may or may not prove true with the passage of time because of future risks and uncertainties. The Company cannot predict what factors might cause actual results to differ materially from those indicated by prospective statements.

Letter of Intent

On June 24, 2003, Missouri River and Gold Gem Corporation "Missouri River" entered into a letter of intent to acquire all of the outstanding shares of capital stock of VOIedge Networks, Inc., a Delaware corporation "VOIedge," in exchange for approximately 25,000,000 authorized but as yet un-issued shares of Missouri River common stock.

VOIedge, a development stage company, intends to market telephony solutions of cable television companies to leverage their existing cable network infrastructure to compete with satellite broadcasters and telephone companies. VOIedge's product is based on proprietary, standards-based technology built into small, self-provisioning, easy-to-install, customer premise equipment that enables cable companies to provide cost-effective voice and other added-value network services.

Closing of the transaction is subject to completion of due diligence, execution of a definitive Share Purchase Agreement, approval of the board of directors of Missouri River and approval of the directors and the shareholders of VOIedge.

During the third quarter management commenced its due diligence activities and was unable to obtain satisfactory documentation to evidence VOIedge's capability to finance its plan of operation. As a result, the company terminated the letter of intent on September 30, 2003.

Financial Condition and Liquidity

During the three month period ended September 30, 2003, the Company used \$13,560 of cash for operating activities, compared to \$17,741 used for operating activities in the first quarter of 2002. The Company has no recurring revenue from operating activities and has no plans to sell additional shares of common stock. Management believes that the Company has sufficient cash resources to meet operating expenses for the next twelve-month period.

ITEM 3. CONTROLS AND PROCEDURES

Based on their most recent evaluation, which was completed within 90 days of the filing of this Form 10-QSB, the Company's president and principal financial officer believe the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) are effective to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's management, as appropriate, to allow timely decisions regarding required disclosure. There were no significant changes in the Company's internal controls or other factors that could significantly affect these controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.

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PART II

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 2. CHANGES IN SECURITIES

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

ITEM 5. OTHER INFORMATION

NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit 31.1 – Certification required by Rule 13a-14(a) or Rule 15d-14(a).

Exhibit 32.1 – Certification required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.

(b) Reports on Form 8K. – Form 8-K, Item 5. Other Events, Dated September 30, 2003

SIGNATURES

Pursuant to the requirements of Section 13 or 15(b) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Missouri River and Gold Gem Corporation
(Registrant)

<u>By:/s/ Martyn A. Powell</u>	<u>October 17, 2003</u>
Martyn A. Powell	Date
President, Director and Principal Financial Officer	

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Exhibit 32.1 – Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.	12

Certifications

I, Martyn A. Powell, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Missouri River and Gold Gem Corporation
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of and for the periods presented in this quarterly report.
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions);
 - a. all significant deficiencies in the design or operations of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and
6. I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: October 17, 2003

/s/Martyn A. Powell

Martyn A. Powell

President, Director and Principal Financial Officer

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Martyn A. Powell, President, Director and Principal Financial Officer of Missouri River and Gold Gem Corporation (“the “Registrant”) do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Registrant for the period ended September 30, 2003, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: October 17, 2003

/s/ Martyn A. Powell

Martyn A. Powell

President, Director and Principal Financial Officer