

FORM D

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

OMB APPROVAL
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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Harbour Entertainment Inc

Filing Under (Check box(es) that apply): ☒ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment *change mailing address; add accounting*

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Harbour Entertainment Inc

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

26 Woodbury Road, Hauppauge, NY, 11788 *(631) 234-5770*

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

- ① Develop/build sound stages
- ② Produce motion pictures

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
12 97

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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PROCESSED
FEB 04 2003

THOMSON
FINANCIAL

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Walker, Marlowe

Business or Residence Address (Number and Street, City, State, Zip Code)

26 Woodbury Road, Hauppauge, NY 11788

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Grega, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

100 A Old Post Road, Hauppauge, NY 11788

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Sloan, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

250 E 87th Street N.Y., N.Y., 10128

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Voluto Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)

159 Main Street, Cold Spring Harbor, NY 11724

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Robert E. DeMilia

Business or Residence Address (Number and Street, City, State, Zip Code)

15 Yatch Club Cove, Staten Island, NY 10308

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Philip Pearce

Business or Residence Address (Number and Street, City, State, Zip Code)

405 Lexington Ave, N.Y., N.Y., 10174

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☒ Yes ☐ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 3000
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commis-
sion or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person
to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states,
list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker
or dealer, you may set forth the information for that broker or dealer only.. None

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>1,000,000</u>	\$ <u>1,002,000</u>
☒ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>1,000,000</u>	\$ <u>1,002,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>7</u>	\$ <u>850,000</u>
Non-accredited Investors	<u>9</u>	\$ <u>152,000</u>
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	<u>Common Stock</u>	\$ <u>1,002,000</u>
Total		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	☐	\$ <u>3,000</u>
Printing and Engraving Costs	☐	\$ <u>632.2</u>
Legal Fees	☐	\$ <u>20,500</u>
Accounting Fees	☐	\$ <u>2,500</u>
Engineering Fees	☐	\$ _____
Sales Commissions (specify finders' fees separately)	☐	\$ _____
Other Expenses (identify) <u>Travel, Petty Cash, Entertainment, etc.</u>	☒	\$ <u>50,000</u>
Total	☐	\$ <u>82,322</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 919,678

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	☐ \$ —	☐ \$ —
Purchase of real estate	☐ \$ —	☐ \$ —
Purchase, rental or leasing and installation of machinery and equipment	☐ \$ —	☒ \$ <u>14,000</u>
Construction or leasing of plant buildings and facilities	☐ \$ —	☐ \$ —
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	☐ \$ —	☐ \$ —
Repayment of indebtedness	☐ \$ —	☐ \$ —
Working capital	☐ \$ —	☐ \$ —
Other (specify): <u>Used all remaining monies</u>	☐ \$ —	☐ \$ <u>909,678</u>
<u>to construct a movie sound stage at</u>		
<u>Staple for Studios in Staten Island</u>	☐ \$ —	☐ \$ —
Column Totals	☐ \$ —	☐ \$ —
Total Payments Listed (column totals added)	☐ \$ <u>919,678</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Harbour Entertainment</u>	Signature <u>Marlowe R. Walker</u>	Date <u>001/17/03</u>
Name of Signer (Print or Type) <u>Marlowe R. Walker</u>	Title of Signer (Print or Type) <u>President / CEO</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

2000 Harbour Entertainment Inc. Securities

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <i>Harbour Entertainment</i>	Signature <i>Marlowe R. Walker</i>	Date <i>1/17/03</i>
Name (Print or Type) <i>Marlowe R. Walker</i>	Title (Print or Type) <i>President / CEO</i>	

Instruction:

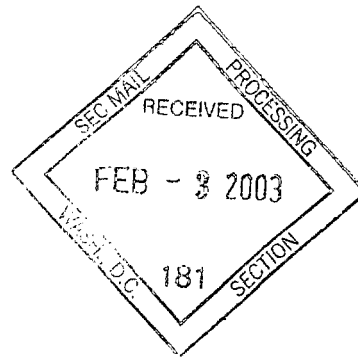
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			<i>Common</i>						
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
			<i>Common</i>						
MT									
NE									
NV									
NH									
NJ									
NM									
NY				<i>5</i>	<i>525000</i>	<i>9</i>	<i>152000</i>		<i>/</i>
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN				<i>1</i>	<i>50,000</i>				<i>/</i>
TX				<i>1</i>	<i>275000</i>				<i>/</i>
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									



Harbour Entertainment, Inc.
Financial Statements
For the period ended September 30, 2002

Harbour Entertainment, Inc.
Table of Contents
September 30, 2002

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STATEMENT OF CASH FLOWS	3
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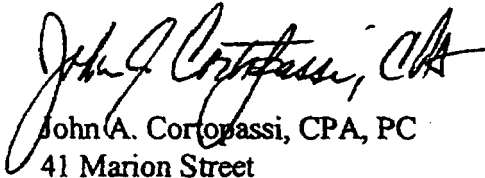
John A. Cortopassi
CERTIFIED PUBLIC ACCOUNTANT
41 MARION STREET
NESCONSET, NEW YORK 11767
TELEPHONE (631) 979-6917
FAX (631) 381-8598

To the Board of Directors:

Harbour Entertainment, Inc.
3 North Equestrian Court
Hauppauge, NY 11788

We have compiled the accompanying balance sheet of Harbour Entertainment, Inc. as of September 30, 2002, and the related statements of income, retained earnings, and cash flows for the period then ended (and supplementary information), in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting information that is the representation of management in the form of financial statements (and supplementary information). We have not audited or reviewed the accompanying financial statements (and supplementary information) and, accordingly, do not express an opinion or any other form of assurance on them.


John A. Cortopassi, CPA, PC
41 Marion Street
Nesconset, New York 11767
January 16, 2003

Harbour Entertainment, Inc.
Balance Sheet
September 30, 2002

Assets

Current assets	
Cash	11,139
Studio Plant	<u>1,857,948</u>
Total Current assets	\$ 1,869,087
Property plant and equipment	
Machinery and equipment	10,700
Other assets	
Other assets	66,213
Total Assets	<u>\$ 1,946,000</u>

Liabilities and Stockholders Equity

Long-term liabilities	
Loans from shareholders	464,605
Other long-term liabilities	<u>833,286</u>
Total Long-term liabilities	1,297,891
Total Liabilities	1,297,891
Stockholders Equity	
Common stock	949,984
Retained earnings	(223,125)
Treasury stock	<u>(78,750)</u>
Total Stockholders Equity	648,109
Total Liabilities and Stockholders Equity	<u>\$ 1,946,000</u>

See accompanying accountant's compilation report.

Harbour Entertainment, Inc.
Statement of Income (Loss) and Retained Earnings
For the period ending September 30, 2002

Operating revenue	
Studio Rental	181,750
Operating expenses	
Advertising	2,070
Auto and truck expenses	18,260
Delivery expense	608
Equipment rental	6,718
Insurance	67,167
Legal and accounting	37,382
Meals and entertainment	10,188
Office expenses	10,748
Other expenses	2,650
Other taxes	2,220
Rental expenses	143,690
Repairs and maintenance	66,190
Supplies	10,476
Travel expenses	7,000
Utilities	150
Donations	475
Bank Service Charges	974
Exterminator	108
Licenses & Permits	1,524
Postage	100
Protection & Alarm	3,350
Telephone	9,859
Total Operating expenses	401,907
Income/(loss) from operations	(220,157)
Other income	
Other income	103
Net income/(loss)	\$ <u>(220,054)</u>

See accompanying accountant's compilation report.

Harbour Entertainment, Inc.
Statement of Cash Flows
For the period ending September 30, 2002

Cash flows from operating activities:	
Net Income/(Loss)	\$ (220,054)
Adjustments to reconcile net income/(loss) to net cash provided by (used in) operations:	
Decrease/(increase) in inventories	(1,851,948)
Decrease/(increase) in other assets	(115,000)
Increase/(decrease) in other long-term liabilities	833,286
Net cash provided by (used in) operating activities	(1,353,716)
Cash flows from investing activities:	
Investment in fixed assets	(7,700)
Net cash provided by (used in) investing activities	(7,700)
Cash flows from financing activities:	
Treasury Stock Acquisition	(78,750)
Proceeds from Common Stock Issuance	949,984
Loans from Officers/Directors	467,605
Net cash provided by (used in) financing activities	1,338,839
Net Increase(Decrease) in Cash	(22,577)
Cash at Beginning of Period	33,715
Cash at End of Period	\$ <u>11,138</u>

See accompanying accountant's compilation report.

Harbour Entertainment, Inc.
Notes to Financial Statements
September 30, 2002

Accounting Policies

1. *Cash and Cash Equivalents:* Cash and cash equivalents consist of cash, bank deposits and temporary cash investments with a maturity of three months or less when purchased.
2. *Other Securities:* Other securities consist of marketable securities stated at cost which approximates market.
3. *Inventories:* Inventories are stated at lower of cost or market, with cost generally determined on a first-in, first-out basis.
4. *Other Assets:* Other assets include goodwill, patents, other intangibles and other noncurrent assets. Goodwill is generally amortized on a straight-line basis over 10 years. Other items are amortized on a straight-line basis over their estimated economic lives.
5. *Depreciation:* Depreciation of property, plant and equipment is generally computed on a straight-line basis over the estimated useful lives of these assets.

Harbour Entertainment, Inc.

Detail General Ledger

For the period 10/01/2001 to 09/30/2002

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
105	Cash					
			Balance Forward	33,714.80		
10/31/2001	CD1	10/31	10/31CD		(12,457.57)	
11/8/2001	CR1	11/08	11/08 Bank Statement		40.81	
11/30/2001	CD1	11/01	11/01CD		(3,338.03)	
12/10/2001	CR1	12/10	12/10 Bank Statement		(100.00)	
12/31/2001	CD1	12/31	12/31CD		(99,213.81)	
1/9/2002	CR1	01/09	01/09 Bank Statement		(202,449.05)	
1/9/2002	CR1	01/09	01/09 Bank Statement		325,000.00	
1/31/2002	CD1	01/02	01/02CD		(278,620.72)	
2/8/2002	CR1	02/08	02/08 Bank Statement		(30,810.27)	
2/8/2002	CR1	02/08	02/08 Bank Statement		290,000.00	
2/28/2002	CD1	02/02	02/02CD		(287,716.48)	
3/8/2002	CR1	03/08	03/08 Bank Statement		(40,587.49)	
3/8/2002	CR1	03/08	03/08 Bank Statement		305,000.00	
3/31/2002	CD1	03/02	03/02CD		(188,467.97)	
4/8/2002	CR1	04/08	04/08 Bank Statement		(13,150.48)	
4/8/2002	CR1	04/08	04/08 Bank Statement		250,000.00	
4/30/2002	CD1	0402	0402CD		(228,881.06)	
5/8/2002	CR1	05/08	05/08 Bank Statement		(1,809.17)	
5/8/2002	CR1	05/08	05/08 Bank Statement		290,000.00	
5/31/2002	CD1	0502	0502CD		(232,595.15)	
6/10/2002	CR1	06/10	06/10 Bank Statement		(976.12)	
6/10/2002	CR1	06/10	06/10 Bank Statement		220,585.50	
6/30/2002	CD1	06/02	06/02CD		(149,540.98)	
7/9/2002	CR1	07/09	07/09 Bank Statement		(94,915.52)	
7/9/2002	CR1	07/09	07/09 Bank Statement		261,280.50	
7/31/2002	CD1	0702	0702CD		(184,176.55)	
8/8/2002	CR1	08/08	08/08 Bank Statement		(3,516.00)	
8/8/2002	CR1	08/08	08/08 Bank Statement		113,000.00	
8/31/2002	CD1	0802	0802CD		(139,968.41)	
9/10/2002	CR1	09/10	09/10 Bank Statement		(97,976.30)	
9/10/2002	CR1	09/10	09/10 Bank Statement		277,480.50	
9/30/2002	CR1	09/30	09/30 Bank Statement		(43,374.00)	
9/30/2002	CR1	09/30	09/30 Bank Statement		128,750.00	
9/30/2002	CD1	0902	0902CD		(149,071.78)	
			Net Change		(22,575.60)	
			Ending Balance			11,139.20
124	Exchange/Suspense					
			Balance Forward	(48,787.00)		
9/30/2002	CR1	09/30	09/30 Bank Statement		1,000.00	
			Net Change		1,000.00	
			Ending Balance			(47,787.00)
130	Studio Construction					
			Balance Forward	8,000.00		
12/29/2001	CD1	2210	Diffendale & Kubeo		5,000.00	
12/31/2001	CD1	2208	Apple Industrial Corp		6,500.00	

Harbour Entertainment, Inc.

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
130			Studio Construction			
			Balance Forward	6,000.00		
1/2/2002	CD1	2209	Northside Fabricators		20,000.00	
1/10/2002	CD1	2224	Northside Fabricators		70,000.00	
1/14/2002	CD1	2229	Northside Fabricators		30,000.00	
1/14/2002	CD1	2230	Northside Fabricators		40,000.00	
1/24/2002	CD1	2235	Northside Fabricators		20,000.00	
1/24/2002	CD1	2236	Telecom Voice&Data Inc		15,000.00	
1/29/2002	CD1	2247	Northside Fabricators		30,476.00	
1/29/2002	CD1	2248	Northside Fabricators		14,725.00	
1/29/2002	CD1	2250	Diffendale & Kubec		5,000.00	
2/1/2002	CD1	2253	Bridge Contracting Corp		285.00	
2/7/2002	CD1	2294	Northside Fabricators		25,000.00	
2/8/2002	CR1	02/08	Apple Interiors		28,750.00	
2/8/2002	CD1	2261	Apple Interiors		15,000.00	
2/8/2002	CD1	2262	Northside Fabricators		50,000.00	
2/8/2002	CD1	2263	Northside Fabricators		5,000.00	
2/8/2002	CD1	2264	Goblin Market		10,364.00	
2/9/2002	CD1	2266	Montauk Rug & Carpet		11,952.92	
2/13/2002	CD1	2267	Eger Mechanical		24,000.00	
2/19/2002	CD1	2268	Apple Interiors		15,000.00	
2/19/2002	CD1	2269	Northside Fabricators		25,000.00	
2/22/2002	CD1	2278	Goblin Market		1,605.00	
2/22/2002	CD1	2279	Linco Electrical Cont		25,000.00	
2/26/2002	CD1	2284	Montauk Rug & Carpet		6,480.00	
2/26/2002	CD1	2285	Apple Interiors		15,000.00	
2/27/2002	CD1	2287	Northside Fabricators		25,000.00	
2/27/2002	CD1	2288	Telecom Voice & Data		20,000.00	
3/8/2002	CR1	03/08	Petty Cash - EDC		400.00	
3/12/2002	CD1	2295	Northside Fabricators		48,475.00	
3/13/2002	CD1	2298	Big Apple Interiors		15,000.00	
3/15/2002	CD1	2303	Diffendale & Kubec		5,000.00	
3/19/2002	CD1	2306	Montauk Rug & Carpet		10,000.00	
3/24/2002	CD1	2309	Bastien & Associates		15,000.00	
3/26/2002	CD1	2310	Northside Fabricators		40,000.00	
3/26/2002	CD1	2311	Big Apple Interiors		7,000.00	
3/27/2002	CD1	2312	Eger Mechanical		28,000.00	
3/27/2002	CD1	2313	G & G Glass & Mirror Inc		500.00	
4/1/2002	CD1	2315	G & G Glass & Mirror Inc		840.14	
4/4/2002	CD1	2317	G & G Glass & Mirror Inc.		313.92	
4/4/2002	CD1	2318	Northside Fabricators		25,000.00	
4/5/2002	CD1	2319	Northside Fabricators		15,000.00	
4/5/2002	CD1	2320	JSS Plumbing		3,247.00	
4/8/2002	CR1	04/08	Cleaning EDC		800.00	
4/11/2002	CD1	2321	Northside Fabricators		25,000.00	
4/12/2002	CD1	2322	Big Apple Interiors		4,000.00	
4/17/2002	CD1	2325	Northside Fabricators		10,000.00	
4/23/2002	CD1	2326	Northside Fabricators		50,000.00	
4/23/2002	CD1	2327	Linco Electrical Cont		50,000.00	
4/23/2002	CD1	2329	Eger Mechanical		32,000.00	
4/25/2002	CD1	2328	Diffendale & Kubec		5,000.00	
4/28/2002	CD1	2331	Marble Art Inc		500.00	
5/2/2002	CD1	2332	Northside Fabricators		50,000.00	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
130			Studio Construction			
			Balance Forward	6,000.00		
5/4/2002	CD1	2337	JSS Plumbing		433.00	
5/8/2002	CR1	05/08	EDC		1,320.00	
5/8/2002	CD1	2345	Northside Fabricators		25,000.00	
5/10/2002	CD1	2348	Eger Mechanical		15,000.00	
5/11/2002	CD1	2351	Montauk Rug & Carpet		762.00	
5/11/2002	CD1	2352	Northside Fabricators		20,000.00	
5/13/2002	CD1	2354	Marble Art Inc		1,500.00	
5/20/2002	CD1	2362	Northside Fabricators		1,550.00	
5/20/2002	CD1	2363	Northside Fabricators		15,000.00	
5/21/2002	CD1	2365	Big Apple Interiors Inc		2,500.00	
5/22/2002	CD1	2366	Northside Fabricators		15,000.00	
5/29/2002	CD1	2371	Northside Fabricators		15,000.00	
5/29/2002	CD1	2372	L & M Design Sound		450.00	
5/31/2002	CD1	2373	Northside Fabricators		10,000.00	
6/5/2002	CD1	2375	Northside Fabricators		30,000.00	
6/5/2002	CD1	2376	Eger Mechanical		13,000.00	
6/12/2002	CD1	2380	Telcom Voice Data Inc		11,780.24	
6/13/2002	CD1	2381	Northside Fabricators		30,000.00	
6/14/2002	CD1	2386	Bridge Contracting Corp		1,499.26	
6/14/2002	CD1	2388	Ronald D. Victorio		2,000.00	
6/17/2002	CD1	2390	Linco Electric		30,000.00	
6/20/2002	CD1	2395	Robert T Buscemi		10,000.00	
7/2/2002	CD1	2399	Linco Electrical		30,000.00	
7/9/2002	CR1	07/09	Northside		25,384.34	
7/9/2002	CR1	07/09	Northside		40,000.00	
7/9/2002	CR1	07/09	Northside		6,801.07	
7/9/2002	CR1	07/09	Northside		3,000.00	
7/23/2002	CD1	2412	Linco Electrical		50,000.00	
7/30/2002	CD1	2415	Northside Fabricators		13,000.00	
7/31/2002	GJE	4	ck 1537 Northside		3,000.00	
8/2/2002	CD1	2417	Northside Fabricators		8,000.00	
8/5/2002	CD1	2418	Northside Fabricators		2,000.00	
8/5/2002	CD1	2419	Linco Electrical		25,000.00	
8/8/2002	CR1	08/08	Northside		2,000.00	
8/11/2002	CD1	2423	Linco Electrical		25,000.00	
8/12/2002	CD1	2424	Northside Fabricators		25,000.00	
8/12/2002	CD1	2425	Robert T Busemi		22,400.00	
8/29/2002	CD1	2435	Telecom Voice & Data		9,000.69	
9/6/2002	CD1	2442	Northside Fabricators		15,000.00	
9/9/2002	CD1	2439	Robert T Buscemi		151.80	
9/10/2002	CR1	09/10	Northside		17,000.00	
9/10/2002	CR1	09/10	Northside		38,500.00	
9/11/2002	CD1	2449	Linco Electrical		25,000.00	
9/12/2002	CD1	2452	JTD Industrial Supply		1,910.75	
9/13/2002	CD1	2456	Northside Fabricators		40,000.00	
9/25/2002	CD1	2468	Northside Fabricators		38,000.00	
9/27/2002	CD1	2467	Home Depot-Materials		2,000.00	
9/30/2002	CR1	09/30	Northside		42,000.00	
9/30/2002	GJE	6	debit memos from Walker		9,707.22	
9/30/2002	GJE	6	debit memos from Walker		4,083.35	
9/30/2002	GJE	6	debit memos from Walker		30,000.00	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
130			Studio Construction			
			Balance Forward	6,000.00		
9/30/2002	GJE	6	debit memos from Walker		15,000.00	
9/30/2002	GJE	6	debit memos from Walker		21,000.00	
9/30/2002	GJE	6	debit memos from Walker		10,000.00	
			Net Change		1,851,947.70	
			Ending Balance			1,857,947.70
160			Computer Equipment			
			Balance Forward	3,000.00		
9/10/2002	CR1	09/10	Computer Equip		2,200.00	
			Net Change		2,200.00	
			Ending Balance			5,200.00
170			Office Equipment			
			Balance Forward	0.00		
5/18/2002	CD1	2359	/Copier		5,500.00	
			Net Change		5,500.00	
			Ending Balance			5,500.00
180			Security Deposits			
			Balance Forward	0.00		
1/9/2002	CR1	01/09	Security Deposit		200,000.00	
2/8/2002	CR1	02/08	Security Deposit		2,000.00	
4/8/2002	CR1	04/08	Security Deposit		2,000.00	
9/30/2002	GJE	10	Relcass Security to Rent		(90,000.00)	
			Net Change		114,000.00	
			Ending Balance			114,000.00
260			Investment/Loan-Voluto			
			Balance Forward	0.00		
1/9/2002	CR1	01/09	01/09 Bank Statement		(275,000.00)	
3/8/2002	CR1	03/08	03/08 Bank Statement		(120,000.00)	
5/8/2002	CR1	05/08	05/08 Bank Statement		(250,000.00)	
6/10/2002	CR1	06/10	06/10 Bank Statement		(150,000.00)	
7/9/2002	CR1	07/09	07/09 Bank Statement		(60,000.00)	
7/23/2002	CD1	2414	Voluto		2,000.00	
8/8/2002	CR1	08/08	08/08 Bank Statement		(25,500.00)	
9/10/2002	CR1	09/10	09/10 Bank Statement		12,500.00	
9/10/2002	CR1	09/10	09/10 Bank Statement		12,500.00	
			Net Change		(853,500.00)	
			Ending Balance			(853,500.00)
261			Officers Loan-Walker			
			Balance Forward	3,000.00		
1/9/2002	CR1	01/09	01/09 Bank Statement		(50,000.00)	
2/8/2002	CR1	02/08	02/08 Bank Statement		(40,000.00)	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
261	Officers Loan-Walker					
			Balance Forward	3,000.00		
3/8/2002	CR1	03/08	03/08 Bank Statement		40,000.00	
3/8/2002	CR1	03/08	03/08 Bank Statement		(10,000.00)	
4/8/2002	CR1	04/08	04/08 Bank Statement		(200,000.00)	
5/8/2002	CR1	05/08	05/08 Bank Statement		(40,000.00)	
7/2/2002	CD1	2402	William Walker		18,850.00	
7/5/2002	CD1	2403	Walker		30,000.00	
7/5/2002	CD1	2404	Walker		5,000.00	
7/14/2002	CD1	1290	Cash-M Walker		3,000.00	
8/8/2002	CR1	08/08	08/08 Bank Statement		1,000.00	
8/8/2002	CR1	08/08	08/08 Bank Statement		(10,000.00)	
8/8/2002	CR1	08/08	08/08 Bank Statement		(17,500.00)	
8/13/2002	CD1	2426	William Walker		14,400.00	
8/20/2002	CD1	2432	Cash-M Walker		800.00	
9/10/2002	CR1	09/10	09/10 Bank Statement		10,000.00	
9/10/2002	CR1	09/10	09/10 Bank Statement		(12,500.00)	
9/30/2002	CR1	09/30	09/30 Bank Statement		(42,000.00)	
9/30/2002	GJE	6	debit memos from Walker		(89,790.57)	
9/30/2002	GJE	11	Bk 1 mo rent pd by Walker		(6,500.00)	
			Net Change		(395,240.57)	
			Ending Balance			(392,240.57)
270	Officers Loan-LHR/Walker					
			Balance Forward	0.00		
12/31/2001	GJE	2	ck #1358 M Little		(2,000.00)	
5/31/2002	GJE	3	ck 1520 Gina Limos		(5,000.00)	
7/9/2002	CR1	07/09	07/09 Bank Statement		(26,800.00)	
7/31/2002	GJE	4	ck 1537 Northside		(3,000.00)	
9/30/2002	GJE	5	Debit memos from LHR		(35,563.75)	
			Net Change		(72,363.75)	
			Ending Balance			(72,363.75)
274	Exchange-Robert DeMilia					
			Balance Forward	0.00		
12/17/2001	CD1	2196	Robert Demilia		2,500.00	
1/25/2002	CD1	2245	Robert Demilia		1,000.00	
2/1/2002	CD1	2252	Robert DiMilia		400.00	
2/1/2002	CD1	2254	Robert DiMilia		1,000.00	
2/8/2002	CD1	2265	Robert DiMilia		1,000.00	
2/19/2002	CD1	2270	Robert DiMilia		1,000.00	
2/22/2002	CD1	2277	Robert DiMilia		1,000.00	
4/8/2002	CR1	04/08	DiMilia		3,849.48	
6/17/2002	CD1	2392	Robert DiMilia		464.35	
9/30/2002	GJE	5	Debit memos from LHR		4,000.00	
9/30/2002	GJE	5	Debit memos from LHR		1,000.00	
9/30/2002	GJE	5	Debit memos from LHR		2,000.00	
9/30/2002	GJE	5	Debit memos from LHR		1,000.00	
			Net Change		20,213.83	
			Ending Balance			20,213.83

Harbour Entertainment, Inc.

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
312			504 Capital Stock-T. Farino			
			Balance Forward	0.00		
3/8/2002	CR1	03/08	03/08 Bank Statement		(100,000.00)	
			Net Change		(100,000.00)	
			Ending Balance			(100,000.00)
313			504 Capital Stock-Michael Babcock			
			Balance Forward	0.00		
2/8/2002	CR1	02/08	02/08 Bank Statement		(100,000.00)	
			Net Change		(100,000.00)	
			Ending Balance			(100,000.00)
314			504 Capital Stock-Jan Arnett			
			Balance Forward	0.00		
2/8/2002	CR1	02/08	02/08 Bank Statement		(100,000.00)	
			Net Change		(100,000.00)	
			Ending Balance			(100,000.00)
315			504 Capital Stock-Craig Hamilton			
			Balance Forward	0.00		
3/8/2002	CR1	03/08	03/08 Bank Statement		(75,000.00)	
			Net Change		(75,000.00)	
			Ending Balance			(75,000.00)
316			504 Capital Stock-Doug Furth			
			Balance Forward	0.00		
4/8/2002	CR1	04/08	04/08 Bank Statement		(50,000.00)	
			Net Change		(50,000.00)	
			Ending Balance			(50,000.00)
317			504 Capital Stock-Arnold			
			Balance Forward	0.00		
7/9/2002	CR1	07/09	07/09 Bank Statement		(145,003.50)	
9/10/2002	CR1	09/10	09/10 Bank Statement		(129,980.50)	
			Net Change		(274,984.00)	
			Ending Balance			(274,984.00)
318			504 Capital Stock-Goblin Market Film Service			
			Balance Forward	0.00		
6/10/2002	CR1	06/10	06/10 Bank Statement		(70,523.00)	
7/9/2002	CR1	07/09	07/09 Bank Statement		(29,477.00)	
			Net Change		(100,000.00)	
			Ending Balance			(100,000.00)
319			504 Capital Stock-Lee			
			Balance Forward	0.00		
9/10/2002	CR1	09/10	09/10 Bank Statement		(50,000.00)	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
Net Change					(50,000.00)	
Ending Balance						(50,000.00)
320	504 Capital Stock-Sean Mc Auley					
	Balance Forward			0.00		
8/8/2002	CR1	08/08	08/08 Bank Statement		(50,000.00)	
Net Change					(50,000.00)	
Ending Balance						(50,000.00)
321	504 Capital Stock-James Caffrey					
	Balance Forward			0.00		
2/8/2002	CR1	02/08	02/08 Bank Statement		(50,000.00)	
Net Change					(50,000.00)	
Ending Balance						(50,000.00)
350	Retained Earnings					
	Balance Forward			(60,473.66)		
Net Change					0.00	
Ending Balance						(60,473.66)
351	Treasury Stock					
	Balance Forward			0.00		
12/20/2001	CD1	2201	Thomas Foley Sr.		70,000.00	
12/20/2001	CD1	2202	Thomas Foley Jr.		8,750.00	
Net Change					78,750.00	
Ending Balance						78,750.00
402	Sales					
	Balance Forward			(850.00)		
8/8/2002	CR1	08/08	08/08 Bank Statement		(10,000.00)	
9/10/2002	CR1	09/10	09/10 Bank Statement		(85,000.00)	
9/30/2002	CR1	09/30	09/30 Bank Statement		(86,750.00)	
Net Change					(181,750.00)	
Ending Balance						(182,600.00)
510	Purchases/Supplies					
	Balance Forward			1,787.34		
1/4/2002	CD1	2214	David Samuelson Inc.		2,000.00	
1/11/2002	CD1	2227	David Samuelson Inc.		1,900.00	
5/4/2002	CD1	2338	Sky View Pictures		1,513.43	
9/10/2002	CD1	2446	Linoleum City Inc		242.45	
9/11/2002	CD1	2450	L & M Sound Display		600.00	
9/12/2002	CD1	2453	K McErlan Set Decorations		2,265.00	
9/12/2002	CD1	2454	K McErlan Set Decorations		600.00	
9/12/2002	CD1	2455	State Supply-Dec Material		455.00	
9/17/2002	CD1	2458	Props For Today		900.00	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
Net Change					10,475.88	
Ending Balance						12,263.22
643	Advertising					
			Balance Forward	0.00		
10/15/2001	CD1	2178	Veri Sign Inc-Web Site		70.00	
1/15/2002	CD1	2232	DLC Communications		2,000.00	
			Net Change		2,070.00	
			Ending Balance			2,070.00
644	Agent Fees					
			Balance Forward	500.00		
10/5/2001	CD1	2176	Corporate Service Bureau		150.00	
10/5/2001	CD1	2177	Jersey Transfer & Trust		500.00	
1/24/2002	CD1	2244	Jersey Transfer & Trust		1,000.00	
5/4/2002	CD1	2342	Jersey Transfer & Trust Co		1,000.00	
			Net Change		2,650.00	
			Ending Balance			3,150.00
646	Auto-Gas Oil & Repairs					
			Balance Forward	3,066.42		
10/1/2001	CD1	2174	Exxon Mobil		208.65	
11/6/2001	CD1	2183	Exxon Mobil		161.27	
11/28/2001	CD1	2186	Exxon Mobil		360.84	
1/8/2002	CD1	2217	Exxon Mobil		98.57	
1/11/2002	CD1	2228	Vin-Acc Auto Electric		560.35	
1/24/2002	CD1	2243	Exxon Mobil		71.20	
2/5/2002	CD1	2289	Exxon Mobil		79.84	
2/20/2002	CD1	2273	Exxon Mobil		237.73	
3/14/2002	CD1	2300	Exxon Mobil		331.59	
3/18/2002	CD1	2304	Citibank Visa EZ Pass		200.00	
4/17/2002	CD1	2324	Citibank Visa EZ Pass		100.00	
5/4/2002	CD1	2336	Exxon Mobil		205.39	
5/15/2002	CD1	2355	Citibank Visa EZ Pass		150.00	
5/27/2002	CD1	2368	Exxon Mobil		204.07	
6/8/2002	CD1	2377	Citibank Visa EZ Pass		460.29	
6/12/2002	CD1	2379	Vin-Acc Auto Electric		98.74	
7/18/2002	CD1	2408	Exxon Mobil		290.74	
7/18/2002	CD1	2409	Exxon Mobil		432.66	
9/19/2002	CD1	2460	Citibank Visa EZ Pass		300.00	
			Net Change		4,551.93	
			Ending Balance			7,618.35
647	Auto & Truck Lease					
			Balance Forward	6,024.90		
1/8/2002	CD1	2213	BMW Financial Service		1,207.48	
2/4/2002	CD1	2255	All Star Limo Service		266.70	
2/7/2002	CD1	2258	BMW Financial Service		574.99	
2/20/2002	CD1	2274	All Star Limo Service		349.65	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
647	Auto & Truck Lease					
			Balance Forward	6,024.90		
3/14/2002	CD1	2301	All Star Limo Service		93.03	
3/15/2002	CD1	2302	Jerire Little Limo Service		7,500.00	
3/24/2002	CD1	2308	All Star Limo Service		158.55	
5/4/2002	CD1	2341	BMW Financial Service		1,149.98	
5/13/2002	CD1	2353	BMW Financial Service		574.47	
6/27/2002	CD1	2396	Gina Limo Service		1,225.00	
8/11/2002	CD1	2422	BMW Financial Service		608.00	
			Net Change		13,707.85	
			Ending Balance			19,732.75
650	Bank Service Charges					
			Balance Forward	160.00		
1/9/2002	CR1	01/09	01/09 Bank Statement		106.05	
2/8/2002	CR1	02/08	02/08 Bank Statement		60.27	
3/8/2002	CR1	03/08	03/08 Bank Statement		31.00	
4/8/2002	CR1	04/08	04/08 Bank Statement		1.00	
5/8/2002	CR1	05/08	05/08 Bank Statement		89.17	
6/10/2002	CR1	06/10	06/10 Bank Statement		16.12	
7/9/2002	CR1	07/09	07/09 Bank Statement		130.11	
8/8/2002	CR1	08/08	08/08 Bank Statement		236.00	
9/10/2002	CR1	09/10	09/10 Bank Statement		270.12	
9/30/2002	CR1	09/30	09/30 Bank Statement		34.00	
			Net Change		973.84	
			Ending Balance			1,133.84
675	Donations					
			Balance Forward	0.00		
9/19/2002	CD1	2461	Project Hospitality		475.00	
			Net Change		475.00	
			Ending Balance			475.00
682	Entertainment					
			Balance Forward	10,920.50		
11/28/2001	CD1	2189	Diners Club		397.83	
12/10/2001	CR1	12/10	12/10 Bank Statement		100.00	
12/24/2001	CD1	2206	American Express		2,683.36	
1/8/2002	CD1	2218	Capital One		29.00	
1/9/2002	CR1	01/09	01/09 Bank Statement		500.00	
1/11/2002	CD1	2226	M. Walker Bus.Lunch		1,321.00	
1/24/2002	CD1	2241	American Express		155.23	
1/24/2002	CD1	2242	Diners Club		442.06	
2/19/2002	CD1	2272	American Express		29.00	
3/8/2002	CR1	03/08	03/08 Bank Statement		100.00	
5/8/2002	CR1	05/08	05/08 Bank Statement		300.00	
5/8/2002	CD1	2344	Capital One		497.88	
6/10/2002	CR1	06/10	06/10 Bank Statement		960.00	

Harbour Entertainment, Inc.

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
682	Entertainment					
			Balance Forward	10,920.50		
6/10/2002	CD1	2378	Belfiore Meats & Catering		150.64	
6/17/2002	CD1	2391	Belfiore Meats & Catering		265.19	
7/9/2002	CR1	07/09	07/09 Bank Statement		600.00	
7/23/2002	CD1	2413	Donna Cutugno		87.00	
8/2/2002	CD1	2416	Ellen Miller-Travel/Meals		300.00	
8/8/2002	CR1	08/08	08/08 Bank Statement		280.00	
8/15/2002	CD1	2429	Ellen Miller Travel/Meals		150.00	
9/10/2002	CR1	09/10	09/10 Bank Statement		500.00	
9/30/2002	CR1	09/30	09/30 Bank Statement		340.00	
			Net Change		10,188.19	
			Ending Balance			21,108.69
683	Equipment Rental					
			Balance Forward	0.00		
9/5/2002	CD1	2441	Props NYC		450.00	
9/17/2002	CD1	2457	Eclectic		756.00	
9/23/2002	CD1	2466	C. Benngan-Set Rental		5,512.00	
			Net Change		6,718.00	
			Ending Balance			6,718.00
684	Exterminator					
			Balance Forward	0.00		
8/28/2002	CD1	2433	Thrifty Exterminating		108.25	
			Net Change		108.25	
			Ending Balance			108.25
687	Freight & Messenger					
			Balance Forward	1,417.44		
10/1/2001	CD1	2172	Fed Ex		45.12	
11/28/2001	CD1	2188	Worldwide Express		22.52	
11/28/2001	CD1	2191	Fed Ex		71.89	
12/27/2001	CD1	2207	Fed Ex		36.34	
1/7/2002	CD1	2215	Worldwide Express		84.03	
1/8/2002	CD1	2219	Fed Ex		9.38	
1/8/2002	CD1	2220	Worldwide Express		27.94	
1/24/2002	CD1	2240	Worldwide Express		27.94	
2/20/2002	CD1	2275	Worldwide Express		63.54	
5/4/2002	CD1	2339	Airborne Express		37.41	
5/27/2002	CD1	2369	Worldwide Express		29.03	
5/27/2002	CD1	2370	Airborne Express		42.41	
6/14/2002	CD1	2384	Airborne Express		37.07	
9/19/2002	CD1	2463	Airborne Express		72.99	
			Net Change		607.61	
			Ending Balance			2,025.05
702	Insurance-General					
			Balance Forward	1,830.84		

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
1/7/2002	CD1	2211	D.R. Reiff Insurance		3,500.00	
1/15/2002	CD1	2231	D. R. Reiff Insurance		5,000.00	
1/31/2002	CD1	2251	Royal & Sun Alliance		828.40	
6/14/2002	CD1	2383	Long Island Ins Com		430.00	
6/14/2002	CD1	2389	General Ins Com		1,717.60	
7/9/2002	CR1	07/09	D.R. Reif Ins.		19,000.00	
7/22/2002	CD1	2411	Standart Group Affiliates		8,937.50	
9/10/2002	CR1	09/10	09/10 Bank Statement		4,506.18	
9/30/2002	GJE	5	Debit memos from LHR		22,563.75	
			Net Change		66,483.43	
			Ending Balance			68,314.27
703	Insurance-Medical					
			Balance Forward	2,355.65		
6/14/2002	CD1	2382	MDNY		683.64	
			Net Change		683.64	
			Ending Balance			3,039.29
713	Licenses & Permits					
			Balance Forward	632.16		
2/5/2002	CD1	2292	NYC Dept of Buildings		35.00	
4/3/2002	CD1	1175	Cash-Willy EDC		600.00	
5/16/2002	CD1	2356	NYC Dept of Buildings		752.40	
5/20/2002	CD1	2364	NYC Dept of Buildings		136.50	
			Net Change		1,523.90	
			Ending Balance			2,156.06
725	Office Expenses					
			Balance Forward	1,080.06		
2/7/2002	CD1	2293	Gary Humienny-Video		500.00	
3/8/2002	CR1	03/08	03/08 Bank Statement		56.49	
5/9/2002	CD1	2347	Lowes-Plants		131.47	
5/10/2002	CD1	2349	Lowes-Plants		254.64	
5/11/2002	CD1	2350	Lowes-Plants		220.19	
9/11/2002	CD1	2448	Cash-Petty Cash		5,000.00	
			Net Change		6,162.79	
			Ending Balance			7,242.85
726	Office Expense-Printing					
			Balance Forward	10,622.04		
11/3/2001	CD1	2182	Kinko's		129.77	
11/28/2001	CD1	2190	Bowne-IPO Copies		1,000.00	
12/19/2001	CD1	2200	Madison Copy&Blueprint		154.53	
2/7/2002	CD1	2256	Bowne		2,500.00	
7/1/2002	CD1	2398	Kinko's		247.96	
9/5/2002	CD1	2438	Kinko's		552.62	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
Net Change					4,584.88	
Ending Balance						15,206.92
744	Postage					
			Balance Forward	0.00		
5/8/2002	CR1	05/08	05/08 Bank Statement		100.00	
			Net Change		100.00	
			Ending Balance			100.00
747	Professional Fees					
			Balance Forward	8,710.00		
10/29/2001	CD1	2181	Jenkins & Gilchrist		10,000.00	
11/9/2001	CD1	2187	B. Schulman-Legal		500.00	
12/24/2001	CD1	2204	B. Schulman-Legal		1,000.00	
12/24/2001	CD1	2205	Robert S. Rosen, Esq.		750.00	
2/7/2002	CD1	2257	Robert S. Rosen Esq		750.00	
3/19/2002	CD1	2305	Jenkins & Gilchrist		4,000.00	
7/1/2002	CD1	2397	Equity Valuation Associates		1,250.00	
7/2/2002	CD1	2401	Chris Scott - Internet Design		1,000.00	
7/5/2002	CD1	2405	Ingram Yuzek Gainen		5,000.00	
9/9/2002	CD1	2443	Jenkins & Gilchrist		8,000.00	
9/12/2002	CD1	2451	Thomas D. Lardin		131.50	
9/30/2002	GJE	5	Debit memos from LHR		5,000.00	
			Net Change		37,381.50	
			Ending Balance			46,091.50
749	Protection & Alarm					
			Balance Forward	0.00		
1/29/2002	CD1	2249	Stat-Land Burglar Alarm		1,350.00	
5/7/2002	CD1	2343	Victorio Associates		2,000.00	
			Net Change		3,350.00	
			Ending Balance			3,350.00
753	Rent					
			Balance Forward	7,016.64		
10/18/2001	CD1	2179	Shavin Corp		606.38	
11/20/2001	CD1	2185	Shavin Corp		606.38	
12/19/2001	CD1	2197	Shavin Corp		606.38	
1/16/2002	CD1	2233	Shavin Corp		606.38	
1/28/2002	CD1	2246	Apple Industrial Development		6,500.00	
2/2/2002	CD1	2271	Shavin Corp		606.38	
3/29/2002	CD1	2314	Apple Industrial Dev Corp		6,500.00	
4/8/2002	CR1	04/08	04/08 Bank Statement		6,500.00	
4/28/2002	CD1	2330	Apple Industrial Dev Corp		6,500.00	
5/2/2002	CD1	2334	Apple Industrial Dev Corp		0.00	
6/2/2002	CD1	2374	Apple Industrial Dev Corp		6,500.00	
7/2/2002	CD1	2400	Apple Industrial Dev Corp		6,500.00	
8/13/2002	CD1	2427	Apple Industrial Dev Corp		5,157.66	
9/30/2002	GJE	10	Relcass Security to Rent		90,000.00	
9/30/2002	GJE	11	Bk 1 mo rent pd by Walker		6,500.00	

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
Net Change					143,689.56	
Ending Balance						150,706.20
755	Repairs & Maintenance					
	Balance Forward			0.00		
1/7/2002	CD1	2212	Advance Lock & Key		1,897.90	
1/9/2002	CR1	01/09	Office Door		1,843.00	
5/2/2002	CD1	2333	Michael Angelo's inc		319.34	
5/2/2002	CD1	2334	Apple Industrial Dev Corp		44,343.32	
5/9/2002	CD1	2346	Angel C Lynch		170.00	
6/2/2002	CD1	2374	Apple Industrial Dev Corp		8,333.33	
7/2/2002	CD1	2400	Apple Industrial Dev Corp		8,333.33	
8/28/2002	CD1	2434	Bridge Contracting		950.00	
	Net Change				66,190.22	
	Ending Balance					66,190.22
773	Taxes-Franchise					
	Balance Forward			219.69		
12/7/2001	CD1	2192	NYS Corporation Tax		40.00	
12/7/2001	CD1	2193	NYS Corporation Tax		459.00	
1/8/2002	CD1	2222	NYS Com Of Tax&Finance		192.96	
2/7/2002	CD1	2259	Delaware Sec of State		738.72	
4/12/2002	CD1	2323	NYS Corporation Tax		780.00	
8/20/2002	CD1	2430	NYS Corporation Tax		9.00	
	Net Change				2,219.68	
	Ending Balance					2,439.37
782	Telephone					
	Balance Forward			4,140.53		
10/1/2001	CD1	2171	Allegiance Telecom		375.41	
10/23/2001	CD1	2180	Allegiance Telecom		416.23	
12/10/2001	CD1	2194	Allegiance Telecom		324.65	
12/19/2001	CD1	2198	Allegiance Telecom		327.01	
1/24/2002	CD1	2238	Verizon		597.08	
1/24/2002	CD1	2239	Allegiance Telecom		260.07	
2/25/2002	CD1	2280	Verizon		343.59	
2/25/2002	CD1	2281	AT&T		17.04	
2/25/2002	CD1	2283	Verizon		159.99	
3/12/2002	CD1	2296	Verizon		256.49	
3/12/2002	CD1	2297	Verizon		227.48	
3/24/2002	CD1	2307	Verizon		225.83	
5/2/2002	CD1	2335	Verizon		270.54	
5/22/2002	CD1	2367	Verizon		437.07	
6/14/2002	CD1	2385	Verizon		12.51	
6/19/2002	CD1	2394	Verizon		577.34	
8/11/2002	CD1	2420	Verizon		704.21	
9/19/2002	CD1	2462	Verizon		546.67	
	Net Change				6,079.21	
	Ending Balance					10,219.74

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Date	Source	Ref #	Description	Balance Forward	Current Period	Ending Balance
783	Telephone-Cellular					
			Balance Forward	2,857.20		
10/5/2001	CD1	2175	Voice Stream		85.78	
11/6/2001	CD1	2184	Voice Stream		87.53	
12/10/2001	CD1	2195	Voice Stream		82.54	
1/8/2002	CD1	2221	Nextel		486.87	
1/24/2002	CD1	2237	AT&T Wireless		265.88	
2/5/2002	CD1	2290	Nextel		361.02	
2/20/2002	CD1	2276	Nextel		196.91	
2/25/2002	CD1	2282	AT&T Wireless		819.46	
5/4/2002	CD1	2340	Nextel		460.61	
6/14/2002	CD1	2387	Nextel		305.78	
7/18/2002	CD1	2410	Nextel		247.36	
8/11/2002	CD1	2421	Nextel		380.60	
			Net Change		3,780.34	
			Ending Balance			6,637.54
786	Travel & Lodging					
			Balance Forward	1,054.45		
12/31/2001	GJE	2	ck #1358 M Little		2,000.00	
5/31/2002	GJE	3	ck 1520 Gina Limos		5,000.00	
			Net Change		7,000.00	
			Ending Balance			8,054.45
789	Utilities					
			Balance Forward	0.00		
9/4/2002	CD1	2437	NYC Water Board		150.00	
			Net Change		150.00	
			Ending Balance			150.00
815	Other Income					
			Balance Forward	0.00		
11/8/2001	CR1	11/08	11/08 Bank Statement		(40.81)	
6/10/2002	CR1	06/10	06/10 Bank Statement		(62.50)	
			Net Change		(103.31)	
			Ending Balance			(103.31)