NEW MILLENNIUM MEDIA INTERNATIONAL INC
Form 10QSB
November 16, 2001

As filed with the Securities and Exchange Commission on November 15, 2001
Registration No. ______________

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

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For quarter ended September 30, 2001
Commission File Number 0-29195

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
(Name of Small Business Issuer in Its Charter)

Colorado	(7310)	84-1463284
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

200 9th Avenue North, Suite 210
Safety Harbor, Florida 34695
(727) 797-6664
(Address and Telephone Number of Principal Executive Offices
and Principal Place of Business)

John D. Thatch, President
New Millennium Media International, Inc.
200 9th Avenue North, Suite 210
Safety Harbor, Florida 34695
(Name, Address and Telephone Number of Agent for Service)

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 that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

As of September 30, 2001 there were 8,181,861 shares of the Company's common stock issued and outstanding.

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
CONDENSED BALANCE SHEET

	SEPTEMBER 30, 2001 (UNAUDITED)	DECEMBER 2000 (AUDITED (RESTATE
ASSETS		
Current Assets:		
Cash	$ 202	$
Accounts Receivable	52,799	16,
Inventories	3,255	3,
Prepaid Assets	11,472	9,
Total Current Assets	67,728	28,
Furniture and Equipment-Net	1,103,010	924,
Other Assets		
Other Assets	110,304	
Goodwill, net of accumulated amortization of $101,687 and $67,793, respectively, 2001 and 2000	576,407	610,
Total Other Assets	686,711	610,

	$ 1,857,449	$ 1,563,
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	$ 109,897	$ 155,
Notes payable	417,422	
Related payables	801,949	658,
Total Current Liabilities	1,329,268	813,
Long-term Liabilities	--	
Stockholders' Equity		
Common stock, par value $.001; 15,000,000 shares authorized; 8,181,861 and 5,690,123 shares issued and outstanding, respectively, 2001 and 2000	8,182	5,
Common stock warrants; 242,274 issued and outstanding; exercisable at $1.50	69,290	57,
Common stock options; 50,000 issued and outstanding; exercisable at $.005 per option	2,654	
Preferred stock, par value $.001; shares authorized, 10,000,000 no shares issued and outstanding	--	
Additional paid in capital	5,299,303	2,769,
Accumulated Deficit	(2,941,248)	(2,082,
	2,438,181	750,
Less common stock subscribed	(1,910,000)	
Total Stockholders' Equity	528,181	750,
	$ 1,857,449	$ 1,563,

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
CONDENSED STATEMENT OF OPERATIONS
(UNAUDITED)

	FOR THE QUARTER ENDED 9/30/01	FOR THE QUARTER ENDED 9/30/00 (RESTATED)	FOR THE NINE MONTHS ENDED 9/30/01
Income	$ 10,441	$ 101,820	$ 229,182
Costs and Expenses:			
General and administrative	$ 372,268	$ 158,382	$ 934,997
Interest expense	21,216	16,000	47,959
Depreciation and amortization	35,116	15,719	105,348
Total costs and expenses	428,600	190,101	1,088,304
Loss from Operations	(418,159)	(88,281)	(859,122)
Net Loss	$ (418,159)	$ (88,281)	$ (859,122)
Basic and Fully Diluted Loss Per Common Share	$ (0.055)	$ (0.019)	$ (0.124)

Weighted Average Number of Shares Outstanding	7,649,361	4,615,892	6,935,992

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.
CONDENSED STATEMENT OF CASH FLOWS
(UNAUDITED)

	FOR THE QUARTER ENDED 9/30/01	FOR THE QUARTER ENDED 9/30/00 (RESTATED)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (418,159)	$ (88,281
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	35,116	15,719
Fair value of shares issued for services	15,000	--
Fair value of warrants / options issued for services	17,409	--
(Increase) decrease in accounts receivable	78,776	(39,704
(Increase) decrease in inventories	--	18,971
(Increase) decrease in prepaid expenses	(500)	(47,859
(Increase) decrease in other assets	(110,304)	--
Increase (decrease) in accounts payable	--	--
and accrued expenses	129,123	11,905
Net cash provided by (used in) operating activities	(253,539)	(129,249
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(239,547)	(295
Net provided by (used in) investing activities	(239,547)	(295
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable - Related	10,000	--
Proceeds from common stock transactions	465,000	--
Net cash provided by (used in) financing activities	475,000	--
Increase (Decrease) in cash and cash equivalents	$ (18,086)	$ (129,544
Cash and cash equivalents at beginning of period	18,288	129,544
Cash and cash equivalents at end of period	$ 202	$ --
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for interest	--	--
Cash paid during the year for income taxes	--	--
Supplemental schedule of noncash investing and financing activities:		
Fair value of shares issued (500,000 shares) for goodwill of Scovel Management, Inc.	$ --	$ --
Fair value of shares issued (20,000 shares) for amounts previously owed to secretary/treasurer	13,000	--
Fair value of equipment (LED truck, $450,000 net of debt		

assumed of $107,000; 200,000 common stock shares)	--	--

NEW MILLENNIUM MEDIA INTERNATIONAL, INC.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

1. Organization and Basis of Presentation

In the opinion of management, all adjustments necessary to a fair statement of the results for the unaudited three and nine month periods have been made. The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information in accordance with rules and regulations of the Securities and Exchange Commission, including Rule 301(b) of Regulation SB and instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Company's Annual Report (Form 10-KSB) for the year ended December 31, 2000. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the nine months ended September 31, 2001 are not necessarily indicative of the operating results for the full fiscal year or any future period.

2. Going Concern Uncertainty

The financial statements are presented assuming the Company will continue as a going concern. The Company has incurred recurring operating losses and negative cash flows and has negative working capital. The Company has financed itself primarily through the sale of its stock and related party borrowings. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

There can be no assurance that the Company will be successful in implementing its plans, or if such plans are implemented, that the Company will achieve its goals.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amount and classification of liabilities that might result from the outcome of this uncertainty.

3. Equity Transactions

As approved at a Special Meeting of Stockholders on May 7, 2001, the Company reverse split its common stock on a basis of 1 for 5 with a resulting decrease in the number of common stock authorized to 15,000,000 shares. The Company has restated its financial statements to reflect this common stock reverse split.

On June 4, 2001, the Company issued and held stock for consulting services to be rendered to the Company (500,000 shares at $1.00 and 500,000 shares at $.75). As of September 30, 2001 $410,000 remains. Also on July 12, 2001, the Company issued and held 1,000,000 shares to its' investment banker, Swartz Private Equity at $1.50 per share.

4. Fair value information

Fair value of shares issued as indicated in accordance with FASB No. 123 as restated consists of:

DESCRIPTION	NO. OF SHARES	QUARTER ENDED 9/30/01	QUARTER ENDED 9/30/00	NINE 9/30/
Shares issued to John D. Thatch for $.005 per share in consideration of accepting officer/ stockholder employment - net of rescission	500,000	$ --	$ --	$
Shares issued to San Rafael Consulting Group for $.25 per share for consulting services	600	--	--	
Shares issued to E-Vision LED Inc. for $.25 per share for consulting services	6,140	--	--	1,
Shares issued to Tim Daley for $.25 per share for consulting services	200,000	--	--	50,
Shares issued to Ray Oliver for $.25 per share for consulting services	100,000	--	--	25,
Shares issued to Joseph Maenza for consideration of extension of payment at $1.00	15,000	15,000		15,
		$ 15,000	$ --	$ 91,

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

GENERAL

Management's discussion and analysis contains various "forward looking statements." Such statements consist of any statement other than a recitation of historical fact and can be identified by the use of forward-looking terminology such as "may," "expect," "anticipate," "estimate," or "continue" or use of negative or other variations or comparable terminology.

We caution that these statements are further qualified by important factors that could cause actual results to differ materially from those contained in the forward-looking statements, that these forward-looking statements are necessarily speculative, and there are certain risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements.

OVERVIEW

The Company is no longer a development stage company as defined in Statement of Financial Accounting Standards No. 7, "Accounting and Reporting by Development Stage Enterprises." We have generated our cash needs through equity financings and loans from officers and stockholders. As an operational stage company, we have devoted substantially all of our efforts in securing and establishing new businesses. We have engaged in limited activities in the advertising business, but no significant revenues have been generated to date. The primary activity of the Company currently involves several types of visual advertising: The Illumisign-Eyecatcher front-lit movable display board, "EyeCatcher Powered by Insight" back-lit movable display boards, plasma screens and LED display boards. We retain ownership of all types of the machines and sell the advertising space on a monthly basis. The Company is continuing to devote substantially all of its present efforts to implementing its operational and marketing plans designed to establish new business accounts for its mobile LED boards and the motion display boards.

LIQUIDITY AND CAPITAL RESOURCES

Since inception, we have funded our operations and investments in equipment through cash from operations, equity financings and borrowing from related parties that are not necessarily isolated transactions; however, there is no assurance that there will be proceeds from such transactions in the future.

Our cash and cash equivalents were $202 at the nine months ending September 30, 2001 compared to $ - 0 - for the same period in 2000. Generally, the Company has been funded by proceeds from borrowings and common stock transactions that are not necessarily isolated transactions; however, there is no assurance that there will be proceeds from borrowings and common stock transfers in the future.

On May 19, 2000 the Company entered into an investment agreement with Swartz Private Equity, LLC to raise up to $25 million through a series of sales of common stock. The dollar amount of each sale is limited by the trading volume and a minimum period of time must occur between sales. In order to sell shares to Swartz, there must be an effective registration statement on file with the SEC covering the resale of the shares by Swartz and we must meet certain other conditions. The agreement is for a three-year period ending May 2003. A detailed description of the Swartz equity line agreements can be found in the SB-2 Registration Statement filed September 13, 2000.

Our net loss has increased from the first nine months of 2000 ($489,892) to the same period of 2001 ($859,122), an increase of 75.4%. These same two comparative terms show a 23.9% increase in Net Cash Used in Operating Activities, from $471,685 to $584,484. Management feels that this is the result of a increase in net operating loss with an decrease in accounts receivable of $36,163 net of an increase in payables of $209,039 in 2001. It is further felt that these two contributing factors are a direct consequence of a steady increase in business activity, i. e., as the business increases so do the receivables and payables. The increased business activity are the result of a steady increase in the number of events for which the mobile LED display unit is being booked as well as the increase in the number of display boards being placed which, in turn, increases the amount of artwork being produced by the Company graphic arts department. These three units of the Company, display boards, LED screens and graphic arts, are the revenue producing elements. Although this is an apparent positive trend, there is uncertainty as to the longevity of this trend. Maintaining this trend is necessary for the Company's short-term as well as long-term internal liquidity. Management feels that the receivables are collectable, it is anticipated that the receivables will "roll-over" monthly or bi-monthly. Some leniency has been afforded new advertising accounts to boost the initial advertising sales. By the same token, management feels that the increase in accounts payable are too the direct result of additional business and that the payables will continue to "roll-over" monthly or bi-monthly.

We have incurred recurring operating losses and negative cash flows from operating activities and have little working capital. Presently, there is no outstanding material commitment for capital expenditures. We believe that our available equity financing arrangement with Swartz will be sufficient to meet our working capital and capital expenditure liquidity requirements for at least the next two years. However, there can be no assurance that we will receive financing from Swartz, that we will not require additional financing within this time frame or that such additional financing, if needed, will be available on terms acceptable to us, if at all. See section entitled "Swartz Investment Agreement", above, for further detail on this equity transaction.

RESULTS OF OPERATIONS

Income

The comparative revenue for the first nine months of 2001 compared to the same period for 2000 shows an increase of $126,318. This increase is due primarily to receipt of additional revenues from the mobile LED truck unit that has been booked throughout these first nine months nearly every weekend. Also, as the Company installs additional EyeCatcher display boards, additional advertisements are sold. Generally, this is cumulative, i. e., as the display boards are placed, the advertisements are sold for a term of several months or a yearly. Even though the advertisement contracts expire, many are renewed with a minimal amount of sales effort and the display board continues to produce revenue with no additional effort necessary to place the display board because it remains in place at the host venue so long as it continues to produce revenue for the host venue.

General and Administrative Costs and Expenses

There was an increase in the General and Administrative Costs and Expenses of $213,886 for the third quarter comparison of 2000 and 2001 and an increase of $418,026 for the first nine months of these two years. This increase is due primarily to the Company being operational.

Interest Expense

Interest Expense decreased by $41 for the first nine months of 2001 compared to the same period of 2000. This interest expense decreased primarily as a result of the Company negotiating equity financing for debt transactions.

Depreciation and Amortization

Depreciation and amortization increased by $77,563 primarily as a result of advertising boards being available for lease. Previously, these boards were to be sold and not leased and included in inventory.

Total Costs and Expenses

The Total Costs and Expenses have increased by $238,499, an increase of 125.5% in the third quarter of 2001 when compared to the third quarter of 2000 and for the first nine months of the two years compared, the increase was $495,548, a 83.6% increase. This is the effect of the Company depreciation and amortization increasing $19,397 and $77,563 primarily as a result of the boards and general and administrative expenses increasing $213,886 and $418,026 primarily because of being operational in comparative quarters and the nine months ended, respectively.

Loss From Operations and Net Loss

The $369,230 increase in Loss from Operations for the first nine months term of 2001 compared to 2000 is the effect of an increase in the total costs and expenses and the income. The total costs and expenses increased as did the income, only to a lesser extent (83.6%).

Basic and Fully Diluted Loss Per Common Share

The Basic Loss Per Common Share for the same comparative three quarters has increased from $(0.019) to $(0.055), a comparative Basic Loss Per Common Share decrease of 189.5%. This loss per common share is a function of the Costs and Expenses versus Income. As stated above, a major portion of the Costs and Expenses are non-reoccurring start-up costs. Compared to a year ago, we are now fully staffed and beginning to produce income. We are continuing to concentrate on establishing new business and increasing sales relating to the IllumiSign Eyecatcher, the "EyeCatcher Powered by Insight" backlit display board and the LED display sign truck.

TRENDS AND EVENTS

Over the past approximately three months we have been engaged in a slight change in our operations model primarily in that we have regained the marketing role in-house. Management feels that this is a positive change in that the Company now has total control of all marketing activities. The Company continues to allocate geographical areas to distributors who, in turn, focus on their respective areas.

The Company out grew it its leased office and warehouse space and has moved to new quarters that has sufficient space for growth. The new expanded warehouse area now has sufficient space to handily store the various type and size display boards as well as work

area for refurbishing and repairs. When the mobile LED screen truck is not in use, it is placed in a specially built truck bay within the new warehouse area. An order has been placed for an additional LED mobile unit.

In the opinion of management, the cumulative effect of these events is a positive trend. Although there is no real assurance that this positive trend will continue; this trend is further reinforced by the 189.5% decrease in the Basic and Fully Diluted Loss Per Common Share.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Registrant is a Small business issuer as defined by these Regulations and need not provide the information required by this Item 3.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is a defendant in a lawsuit filed on November 5, 1999 in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case Number 99-26073 CA 10. The plaintiff, Joseph Maenza, is seeking to collect payment of a promissory note in the principal amount of $50,000 plus interest from February 1999 and attorney fees. January 24, 2001 the parties agreed to a settlement by making periodic payments. This settlement is recognized as a liability of the Company, see the financial statements attached hereto.

The Company is a defendant in a lawsuit filed on or about August 14, 2001 in the Circuit Court of the state of Oregon for the county of Multnomah, case number 0108-08305. The plaintiff, Lawrence A. Locke, is suing NMMI, OTC Investor's Edge and New Millennium Media, Inc. and alleges the NMMI and New Millennium Media, Inc. contracted to and/or otherwise caused OTC Investor's Edge to send to the plaintiff unsolicited facsimile advertisement in violation of federal statutes. Plaintiff is seeking orders and/or judgments, accordingly, for class action status, damages and injunctive relief. New Millennium Media, Inc. is a wholly owned subsidiary of NMMI that was formed to facilitate the Unergi, Inc. merger and has never been operational and presently has no assets. NMMI's defense is that it has never had any contractual relationship with OTC Investor's Edge.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

COMMON STOCK TRANSFERRED
The company relied on Section 4(2) of the Securities Act of 1933 as the basis for an exemption from registration regarding the following transfers to accredited investors because they did not involve a public offering.

July 6, 2001 NMMI transferred 100,000 shares of not registered common stock to an Accredited Investor (as that term is defined in Regulation D promulgated under the Securities Act of 1933, as amended) in consideration for $50,000 plus accounting, bookkeeping and corporate operational consulting services. This consulting service is ongoing without further consideration and/or other remuneration to the consultant. The consultant was a shareholder of NMMI prior to the transfer.

July 12, 2001 NMMI issued, but has not yet delivered one million shares of registered common stock in the name of Swartz Private Equity, LLC in preparation for a series of "puts" pursuant to the terms of the Swartz equity line agreement; see above, Liquidity and Capital Resources. We have not yet drawn on any of this equity line.

August 9, 2001 NMMI transferred an aggregate of 50,000 shares of not registered common stock to seven Accredited Investors (as that term is defined in Regulation D promulgated under the Securities Act of 1933, as amended) in consideration for their respective loans to NMMI of $250,000. The essential terms of the loan agreement are that NMMI will pay 5% per annum interest and if the loans are not repaid within 60 days, then for each $25,000 loaned to NMMI, NMMI shall transfer to the lender 5,000 shares of not registered common stock for $25. Because these shares are considered as partial interest payment, for accounting purposes they are valued at $2,654. Although the loans were made at different dates, the dates range from April 4, 2001 through June 14, 2001 and the issued shares are accounted for accordingly.

Pursuant to the terms of a lawsuit settlement agreement, 15,000 shares of not registered common stock were transferred on August 29, 2001 to Joseph Maenza, an accredited investor (as that term is defined in Regulation D promulgated under the Securities Act of 1933, as amended), in partial settlement of the lawsuit described above in Item 1, Legal Proceedings. For this purpose, these shares were valued as $ 15,000.

WARRANTS ISSUED

March 21, 2000 NMMI issued to Swartz under the terms of the equity line, see above Liquidity and Capital Resources, warrants for the purchase of 200,000 shares of registered common stock, termed "Commitment Warrants" under the terms of the Swartz equity line Investment Agreement. These Commitment Warrants may be exercised anytime within 5 years at an exercise price of the lowest closing bid price for the 5 trading days immediately preceding March 6, 2000 with each six months reset provisions.

The Swartz Investment Agreement also provides that the sum of the number of the Commitment Warrants and the number of Additional Warrants issued to Swartz shall equal at least 4% of the number of fully diluted shares of common stock of NMMI that are outstanding. In an effort to remain in compliance with the Swartz agreement regarding shares issued subsequent to the execution of the Swartz agreement, on April 17, 2001 and on July 17, 2001 NMMI issued to Swartz 16,796 and 25,478 warrants, respectively. These Additional Warrants carry identical characteristics as the Commitment Warrants.

USE OF PROCEEDS

We intend to use the proceeds from these transactions for working capital and general corporate purposes, including acquisitions, funding anticipated operating losses, sales and marketing expenses, purchase of additional inventory, working capital and to fund payment obligations for contemplated acquisitions and corporate partnering arrangements. We reserve the right to vary the use of proceeds among these categories because our ability to use the proceeds is dependent on a number of factors, including the extent of market acceptance of our variety of display boards, unexpected expenditures for further technical development, sales and marketing efforts and the effects of competition.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

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

None

ITEM 5. OTHER INFORMATION.

On July 30, 2001 the Company filed a Post Effective Amendment to Form SB-2 Registration Statement for Small Business Issuers that was filed September 13, 2000. On August 28, 2001 the Securities and Exchange Commission commented on the Post Effective Amendment. October 26, 2001 NMMI filed amended SB-2/A, 10-QSB/A (for 2d quarter 2001) and 10-KSB/A (for year end 2000).

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K (SECT. 249.308 OF THIS CHAPTER).

Financial Statements are incorporated in the body of this report.

No reports on Form 8-K have been filed during the quarter for which this report is filed.

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.

Signed and submitted this 15 day of November 2001.

New Millennium Media International, Inc.
(Registrant)

by:___/s/________________________________
John Thatch as President/CEO