

Edgar Filing: NEXT GENERATION MEDIA CORP - Form 10KSB/A

NEXT GENERATION MEDIA CORP
Form 10KSB/A
December 01, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment to
FORM 10-KSB

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OR

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: 000-28083

NEXT GENERATION MEDIA CORP.
(Exact name of Company as specified in its charter)

Nevada 88-0169543
(State or jurisdiction of incorporation (I.R.S. Employer or
organization) Identification No.)

7644 Dynatech Court, Springfield, Virginia 22153
(Address of principal executive offices) (Zip Code)

Company's telephone number: (703) 644-0200

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Company (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 Company was required to file such reports),
and (2) been subject to such filing requirements for the past 90
days. Yes X No___

Indicate by check mark if disclosure of delinquent filers pursuant to
Item 405 of Regulation S-K is not contained herein, and will not be
contained, to the best of Company's knowledge, in definitive proxy or
information statements incorporated by reference in Part III of this
Form 10-KSB or any amendment to this Form 10-KSB [].

The Company had \$7,325,085 in revenue for the fiscal year ended on
December 31, 2002. The aggregate market value of the voting stock held
by non-affiliates of the Company as of April 4, 2003: Common Stock,
par value \$0.001 per share -- \$562,403. As of April 4, 2002, the
Company had 9,673,397 shares of common stock issued and outstanding,
of which 9,373,397 were held by non-affiliates.

Documents Incorporated By Reference

Portions of the Company's Form 10-KSB, filed on April 4, 2003, are

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incorporated by reference, and with this Amendment, create a complete filing by the Company.

EXPLANATORY NOTE

This Amendment is being filed to properly reflect that the Company is a Section 15(d) company as opposed to being a Section 12(g) company, as had been reported on the face page of its Form 10-KSB, filed on April 4, 2003. The Company does not believe that the particular subtleties between being a Section 15(d) company and a Section 12(g) company are significant or will cause the Company's shareholders to be any more or less informed about the Company. The Company does suggest that any shareholders that are interested in learning more about the subtleties between Section 15(d) and Section 12(g) should go to <http://www.law.uc.edu/CCL/sldtoc.html>.

RISK FACTORS AND CAUTIONARY STATEMENTS

Forward-looking statements in this report are made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The Company wishes to advise readers that actual results may differ substantially from such forward-looking statements. Forward-looking statements include statements concerning underlying assumptions and other statements that are other than statements of historical facts. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the statements, including, but not limited to, the following: the ability of the Company to provide for its obligations, to provide working capital needs from operating revenues, to obtain additional financing needed for any future acquisitions, to meet competitive challenges and technological changes, and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission.

SIGNATURES

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

Next Generation Media Corp.

Dated: November 23, 2003

By: /s/ Darryl Reed
Darryl Reed, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the date indicated:

Signature	Title	Date
/s/Darryl Reed Darryl Reed	President//CEO/Director	November 23, 2003
/s/ Phillip Trigg Phillip Trigg	Secretary/Treasurer	November 23, 2003
/s/Melissa Held Melissa Held	Director	November 23, 2003
/s/ Fernandov Mathov Fernando Mathov	Director	November 23, 2003

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/s/ Leon Zajdel
Leon Zajdel

Director

November 23, 2003

Exhibit 99.1

In connection with the Report of Next Generation Media Corp. (the "Company") on Form 10-KSB and Form 10-KSB/A for the period ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darryl Reed, President, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The Information contained in the Report fairly represents, in all material aspects, the financial condition and result of operations on the Company.

By: /s/ Darryl Reed
Darryl Reed, President

Exhibit 99.2

In connection with the Report of Next Generation Media Corp. (the "Company") on Form 10-KSB and Form 10-KSB/A for the period ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Phillip Trigg, Treasurer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The Information contained in the Report fairly represents, in all material aspects, the financial condition and result of operations on the Company.

By: /s/ Phillip Trigg
Phillip Trigg, Treasurer