

TRADING SOLUTIONS COM INC
Form 10QSB
February 19, 2004

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

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended: December 31, 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: 333-85787

TRADING SOLUTIONS.COM, INC.
(Exact name of registrant as specified in charter)

Nevada

88-0425691

State or other jurisdiction of incorporation or organization

(I.R.S. Employer I.D. No.)

2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121
(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: 801 274-1011

Check whether the Issuer (1) filed all reports required to be filed by section 13 or 15 (d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. (1) Yes No (2) Yes No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Exchange Act subsequent to the distribution of securities under a plan confirmed by a court.
Yes No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

| Class | Outstanding as of December 31, 2003 |
|-----------------------|-------------------------------------|
| Common Stock, \$0.001 | 18,073,500 |

Transitional Small Business Format: Yes No

Documents incorporated by reference: None

FORWARD-LOOKING INFORMATION

THIS FORM 10QSB AND OTHER STATEMENTS ISSUED OR MADE FROM TIME TO TIME BY THE COMPANY OR ITS REPRESENTATIVES CONTAIN STATEMENTS WHICH MAY CONSTITUTE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED BY THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, 15 U.S.C.A. SECTIONS 77Z-2 AND 78U-5. THOSE STATEMENTS INCLUDE STATEMENTS REGARDING THE INTENT, BELIEF OR CURRENT EXPECTATIONS OF THE COMPANY AND MEMBERS OF ITS MANAGEMENT TEAM AS WELL AS THE ASSUMPTIONS ON WHICH SUCH STATEMENTS ARE BASED.

PROSPECTIVE INVESTORS ARE CAUTIONED THAT ANY SUCH FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTEMPLATED BY SUCH FORWARD-LOOKING STATEMENTS. IMPORTANT FACTORS CURRENTLY KNOWN TO MANAGEMENT THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN FORWARD-LOOKING STATEMENTS ARE SET FORTH HEREIN. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE OR REVISE FORWARD-LOOKING STATEMENTS TO REFLECT CHANGED ASSUMPTIONS, THE OCCURRENCE OF UNANTICIPATED EVENTS OR CHANGES TO FUTURE OPERATING RESULTS OVER TIME.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying balance sheets of Trading Solutions.com, Inc. (a development stage company) at December 31, 2003 and September 30, 2003, and the statements of operations for the three months December 31, 2003 and 2002 and the period from May 14, 1999 to December 31, 2003, and the cash flows for the three months ended December 31, 2003 and 2002, and the period from May 14, 1999 to December 31, 2003, have been prepared by the Company's management and they include all information and notes to the financial statements necessary for a complete presentation of the financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the quarter ended December 31, 2003 are not necessarily indicative of the results that can be expected for the year ending September 30, 2004.

TRADING SOLUTIONS.COM, INC.

(Development Stage Company)

BALANCE SHEETS

December 31, 2003 and September 30, 2003

| | Dec 31, | Sept 30, |
|--|-----------|-----------|
| | 2003 | 2003 |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ - | \$ - |
| Total Current Assets | - | - |
| | \$ - | \$ - |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Accounts payable | \$ - | \$ - |
| Accounts payable - related party | ___- | 1,510 |
| Total Current Liabilities | ___- | 1,150 |
| STOCKHOLDERS' EQUITY | | |
| Common stock | | |
| 20,000,000 shares authorized, at \$0.01 par value; 18,073,500 shares issued and outstanding | 180,735 | 180,735 |
| Capital in excess of par value | 188,957 | 187,447 |
| Deficit accumulated during the development stage | (369,692) | (369,692) |
| Total Stockholders' Equity (Deficiency) | _ - | (1,510) |

| | | |
|--|------|------|
| | \$ - | \$ - |
|--|------|------|

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

TRADING SOLUTIONS.COM, INC.

(Development Stage Company)

STATEMENT OF OPERATIONS

For the Three Months Ended December 31, 2003 and 2002

and the Period May 14, 1999 (Date of Inception) to December 31, 2003

| | Three Months | | May 14, 1999 to |
|---|--------------|---------|-----------------|
| | Dec 31, | Dec 31, | Dec 31, |
| | 2003 | 2002 | 2003 |
| REVENUES | \$ - | \$ - | \$ - |
| EXPENSES | | | |
| Administrative | - | 5,473 | 69,129 |
| Amortization - trademark | - | - | 4,379 |
| | | | |
| NET INCOME (LOSS) - before other income (loss) | - | (5,473) | (73,508) |
| OTHER INCOME (LOSSES) | | | |
| Gain from settlement of debt | - | - | 8,513 |
| Loss from discontinued operations | - | - | (304,697) |
| | | | |

| | | | |
|-------------------|------|------------|--------------|
| NET PROFIT (LOSS) | \$ - | \$ (5,473) | \$ (369,692) |
|-------------------|------|------------|--------------|

NET LOSS PER COMMON SHARE

| | | |
|-------|------|------|
| Basic | \$ - | \$ - |
|-------|------|------|

AVERAGE OUTSTANDING SHARES

| | | |
|--------------------------|--------|--------|
| Basic (stated in 1000's) | 18,074 | 18,074 |
|--------------------------|--------|--------|

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

TRADING SOLUTIONS.COM, INC.

(Development Stage Company)

STATEMENT OF CASH FLOWS

For the Three Months Ended December 31, 2003 and 2002

and the Period May 14, 1999 (Date of Inception) to December 31, 2003

| | December 31, 2003 | December 31, 2002 | May 14, 1999 to December 31, 2003 |
|---|----------------------|----------------------|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net profit (loss) from continuing operations | \$ - | \$ (5,473) | \$(369,692) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | | |
| Amortize trade mark | - | - | 4,379 |
| Changes in accounts payable | (1,510) | 5,473 | - |
| Contributions to capital - payment of debt | 1,510 | - | 106,159 |

| | | | |
|---|------|------|-----------|
| Foreign exchange adjustment | - | - | - |
| Issuance of common stock for expenses | - | - | 45,164 |
| Net Cash Flows Used in Operations | - | - | (213,990) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| | - | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from issuance of common stock | - | - | 213,990 |
| Net Change in Cash | - | - | - |
| Cash at Beginning of Period | - | - | - |
| Cash at End of Period | \$ - | \$ - | \$ - |

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

TRADING SOLUTIONS.COM, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2003

1. ORGANIZATION

Trading Solutions.com Inc. was incorporated under the laws of the State of Nevada on May 14, 1999 with authorized common stock of 20,000,000 shares at \$.01 par value.

The Company was organized for the purpose of providing on-line investing educational services. During 2002 the company abandoned that activity and has since remained inactive.

In August 2001, the Company acquired all of the outstanding stock of Springland Beverages, Inc., which was in the business of developing the bottled water and the related beverage market. The only activities of Springland Beverages, Inc. was been the acquisition of an option to purchase land and the registration of trademarks in the United States and Canada, both of which have subsequently expired.

During March 2003 the Company settled all its prior liabilities, in connection with the transfer of its interest in Springland Beverages, Inc., to a former officer of the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recorded, when it is more likely than not, that such tax benefits will not be realized.

On December 31, 2003, the Company had a net operating loss available for carry forward of \$1,510. The tax benefit of approximately \$450 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful since the Company has no operations. The net operating loss will expire in 2023.

TRADING SOLUTIONS.COM, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2003

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

Advertising and Market Development

The company will expense advertising and market development costs as incurred.

Basic and Diluted Net Income (Loss) Per Share

Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of common share rights unless the exercise becomes antidilutive and then only the basic per share amounts are shown in the report.

Financial Instruments

The carrying amounts of financial instruments are considered by management to be their estimated fair values.

Financial and Concentrations Risk

The Company does not have any concentration or related financial credit risk.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

TRADING SOLUTIONS.COM, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2003

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

3. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

An officer-director of the Company, has acquired 83% of the common capital stock issued.

A former officer has made contributions to capital of \$106,159 by payment of company debt and made no interest demand loans of \$1,510 to the Company.

4. GOING CONCERN

The Company intends to seek business opportunities that will provide a profit, however, the Company, does not have the working capital necessary to be successful in this effort and to service its debt, which raises substantial doubt about its ability to continue as a going concern.

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through short term related party loans, and equity funding, which will enable the Company to operate for the coming year.

ITEM 2. PLAN OF OPERATIONS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

Plan of Operation

We are seeking to acquire assets or shares of an entity actively engaged in business which generates revenues. We have no particular acquisitions in mind and have not entered into any negotiations regarding such an acquisition. None of our officers, directors, promoters or affiliates have engaged in any substantive contact or discussions with any representative of any other company regarding the possibility of an acquisition or merger between our company and another company as of the date of this annual report. The board of directors intends to obtain certain assurances of value of the target entity's assets prior to consummating such a transaction. Any business combination or transaction will likely result in a significant issuance of shares and substantial dilution to our present stockholders.

We have, and will continue to have, no capital with which to provide the owners of business opportunities with any significant cash or other assets. However, management believes that we will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of the acquisition candidate will, however, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing agreements, documents and related reports and such as information statements, current reports, quarterly reports and annual reports.

Liquidity and Capital Resources

We remain in the development stage and have experienced no significant change in liquidity or capital resources or stockholder's equity since re-entering of the development stage. Our balance sheet as of December 31, 2003, reflects a total asset value of \$0.00. We have no cash or line of credit, other than that which present management may agree to extend to or invest in this company, nor do we expect to have one before a merger is effected. We will carry out our plan of business as discussed above. We cannot predict to what extent our liquidity and capital resources will be diminished prior to the consummation of a business combination or whether our capital will be further depleted by the operating losses (if any) of the business entity which we may eventually acquire.

Results of Operations

During the period from October 1, 2002 through December 31, 2003, we have engaged in no significant operations other than maintaining our reporting status with the SEC and seeking a business combination. No revenues were

received by us during this period.

For the current fiscal year, we anticipate incurring a loss as a result of legal and accounting expenses, and expenses associated with locating and evaluating acquisition candidates. We anticipate that until a business combination is completed with an acquisition candidate, we will not generate revenues, and may continue to operate at a loss after completing a business combination, depending upon the performance of the acquired business.

Need for Additional Financing

Based upon current management's willingness to extend credit to us and/or invest in us until a business combination is completed, we believe that our existing capital will be sufficient to meet the cash needs required for the costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934, as amended, and for the costs of accomplishing our goal of completing a business combination, for an indefinite period of time.

Accordingly, in the event we are able to complete a business combination during this period, we anticipate that our existing capital will be sufficient to allow us to accomplish the goal of completing a business combination. There is no assurance, however, that the available funds will ultimately prove to be adequate to allow us to complete a business combination, and once a business combination is completed, our needs for additional financing are likely to increase substantially. In addition, as current management is under no obligation to continue to extend credit to us and/or invest in us, there is no assurance that such credit or investment will continue or that it will continue to be sufficient for future periods.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

The Company's management, with the participation of the chief executive officer/chief financial officer, carried out an evaluation of the effectiveness of the Company's "disclosure, controls and procedures" (as defined in the Securities Exchange Act of 1934 (the "Exchange Act") Rules 13a-15(3) and 15-d-15(3) as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based upon that evaluation, the chief executive officer/chief financial officer concluded that, as of the Evaluation Date, the Company's disclosure, controls and procedures are effective, providing them with material information relating to the Company as required to be disclosed in the reports the Company files or submits under the Exchange Act on a timely basis.

(b) Changes in Internal Control over Financial Reporting.

There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer/chief financial officer, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None; not applicable.

ITEM 2. CHANGES IN SECURITIES.

None; not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None; not applicable.

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

See the Definitive Information Statement that was filed with the Securities and Exchange Commission on January 9, 2004, and which is incorporated herein by reference. See Item 6.

ITEM 5. OTHER INFORMATION.

On December 20, 2003, a Stock Purchase Agreement (the "Agreement") was executed by and between Pete Falvo ("Falvo"), that was the owner of approximately 82.9% of the outstanding voting securities of the Company, as "Seller," and Mark L. Baum ("Baum"), as "Buyer," pursuant to which Baum became the controlling stockholder of the Company, and Mr. Baum became a director and executive officer of the Company. See the 8-K Current Report of the Company dated December 22, 2003, that has been previously filed with the Securities and Exchange Commission and is incorporated herein; and the Definitive Information Statement of the Company that was filed with the Securities and Exchange Commission on January 9, 2004. See Item 6.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 31.1 | Certification of the Principal Executive Officer/Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of the Principal Executive Officer/Principal Financial Officer pursuant to U.S.C. Section 2350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Definitive Information Statement filed December 22, 2003.*

(b) Reports on Form 8-K.

8-K Current Report dated December 22, 2003, regarding a change in control of the Company.*

* Previously filed and incorporated herein by reference.

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.

Trading Solutions.com, Inc.

Date: February 18, 2004

By: /s/Mark L. Baum

Mark Baum, President

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

In connection with the filing of this Form 10-QSB as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best knowledge of the undersigned:

- (1) 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 result of operations of the Company.

Date: February 17, 2004

/s/ Mark L. Baum

By: _____

Mark L. Baum

Chief Executive Officer

Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Mark L. Baum, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Trading Solutions.com, Inc.;
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 registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation 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

Date: February 17, 2004.

/s/ Mark L. Baum

Mark L. Baum

President, chief executive officer, principal financial officer, principal accounting officer, secretary, chairman of the board of directors