CENTURY PARK PICTURES CORP
Form 10KSB
November 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-KSB

(Mark one)
[X] Annual Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934

For the fiscal year ended September 30, 2004

[ ] Transition Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934

For the transition period from ______________ to _____________

Commission File Number: 0-14247

Century Park Pictures Corporation
(Exact name of small business issuer as specified in its charter)

Minnesota	41-1458152
(State of incorporation)	(IRS Employer ID Number)

4701 IDS Center, Minneapolis, Minnesota, 55402
(Address of principal executive offices) (Zip Code)

(612) 333-5100
(Issuer's telephone number)

Securities registered under Section 12 (b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:
Common Stock: $0.001 par value

Check whether the issuer has (1) filed all reports required to be files by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will 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 issuer's revenues for the fiscal year ended September 30, 2004 was $-0-.

The aggregate market value of voting common equity held by non-affiliates as of

November 2, 2004 was approximately $816,800, based upon only limited and sporadic quotations, not to exceed $0.10, on the Company's common stock.

As of November 2, 2004, there were 72,456,441 shares of Common Stock issued and outstanding.

Transitional Small Business Disclosure Format : Yes [ ] No [X]

CENTURY PARK PICTURES CORPORATION

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CAUTION REGARDING FORWARD-LOOKING INFORMATION

All statements contained in this Form 10-KSB, other than statements of historical facts, that address future activities, events or developments are forward-looking statements, including, but not limited to, statements containing the words "believe," "anticipate," "expect" and words of similar import. These statements are based on certain assumptions and analyses made by us in light of our experience and our assessment of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. However, whether actual results will conform to the expectations and predictions of management is subject to a number of risks and uncertainties that may cause actual results to differ materially.

Such risks include, among others, the following: international, national and local general economic and market conditions: our ability to sustain, manage or forecast our growth; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

Consequently, all of the forward-looking statements made in this Form 10-KSB are qualified by these cautionary statements and there can be no assurance that the actual results anticipated by management will be realized or, even if substantially realized, that they will have the expected consequences to or effects on our business operations.

As used in this Form 10-KSB, unless the context requires otherwise, "we" or "us" or the "Company" means Century Park Pictures Corporation.

PART I

ITEM 1 - DESCRIPTION OF BUSINESS

General

In prior years, the Company developed, produced and marketed various entertainment properties, including without limitation, the intellectual product(s) of entities engaged in the motion picture, television, and theatrical state productions, such as creative writers, producers and directors, for the motion picture, pay/cable and commercial television markets and, until September 1995 through its then 50.1% owned subsidiary, Willy Bietak Productions, Inc. ("WBPI"), produced and operated small touring ice shows and theme shows appearing in theaters, casinos, and major amusement parks and arenas. On September 29, 1995, in consideration of guarantees of certain bank debt of WBPI, provided WBPI by its minority shareholder, the Company transferred 65,900 of its shares of WBPI common stock to such minority shareholder, thereby reducing the Company's interest to 30%. Until December 1998, a wholly-owned subsidiary, International Theatres Corporation ("ITC"), of the Company operated the Chanhassen Dinner Theatre in Chanhassen, Minnesota which the Company acquired in 1993.

On December 17, 1998, the Board of Directors passed a resolution to transfer the Company's interest in ITC and its remaining interest in WBPI to the Company's CEO as repayment of $100,000 on account of advances made to the Company by the Company's CEO. In setting the $100,000 amount, the Board of Directors obtained and relied upon an independent market analysis of ITC and WBPI by Lingate Financial Group, a Minnesota corporation.

The Company may be unable to continue as a going concern without raising additional funds from outside sources. Management is uncertain as to the likelihood of raising additional funds. (See Liquidity and Sources of Capital for Further Discussion.)

The Company was organized under Minnesota law in 1983. The Company's executive offices are located at 4701 IDS Center, Minneapolis, Minnesota 55402 and its telephone number is (612) 333-5100.

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The Company has no operations as of the date of this filing and is seeking a suitable business combination transaction through either acquisition or merger. Accordingly, the Company's has only one identifiable business segment.

Description of Former Business Operations

In prior years, the Company was involved in the production of various entertainment properties for motion picture, pay/cable and commercial television. The Company has limited its costs to those incurred prior to the commencement of principal photography, either at a studio or on selected site(s). It has been the Company's intention to produce or co-produce and arrange for the distribution of primarily feature length motion pictures with production financing derived from third party sources. The Company has reported no revenues from motion pictures, pay/cable and television since 1998. At September 30, 2002, the Company had two (2) properties of which only one of which was substantially completed. All entertainment properties have been charged to expense in prior years.

The profits of an enterprise involved in the entertainment industry generally and, particularly, the motion picture, television and music industries are greatly dependent upon the audience appeal of each creative product, compared with the cost of such product's purchase, development, production and distribution. Competition is intense both within the motion picture and television industry and other entertainment media. The Company is in competition with major film studios, as well as with numerous "independent" motion picture and television production companies for the acquisition of artistic properties, and the services of artistic, creative and technical personnel. The Company is unaware of any recognized approach to determined its or any participants' position in these industries. Moreover, the Company's financial resources does not suggest that it would be considered a "major participant in these industries.

ITEM 2 - DESCRIPTION OF PROPERTY

The Company leases, as its headquarters, 1,941 square feet of office space at 4701 IDS Center, Minneapolis, Minnesota 55402. Due to the limited operations of the Company and insignificant amount of office space required at this time, affiliates of the Company are presently utilizing virtually all of the available space in this facility and are responsible for the rental payments.

ITEM 3 - LEGAL PROCEEDINGS

The Company is not involved in any material legal proceedings.

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

No matter was submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this Annual Report.

PART II

ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Since the first quarter 1996, there has been no established public trading market for the Company's common shares. There have been only very limited or sporadic quotations and none exceed $0.10 per share.

As of November 2, 2004, there are approximately 526 separate holders of record of the Company's common stock, exclusive of shares held in street name.

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The Registrant has never paid any cash dividends on its Common Stock and does not plan to pay any cash dividends in the foreseeable future.

ITEM 6 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

RESULTS OF OPERATIONS

We have had no revenue for either of the years ended September 30, 2004 and 2003.

YEAR ENDED SEPTEMBER 30, 2004 COMPARED TO YEAR ENDED SEPTEMBER 30, 2003

General and administrative expenses for the years ended September 30, 2004 and 2003 were approximately $12,000 and $60,000, respectively. The principal component of these expenditures was the accrual of interest on outstanding notes payable and operating expenses related to maintaining the Company's compliance with the Securities Exchange Act of 1934. Interest expense for the years ended September 30, 2004 and 2003 was approximately $2,100 in each respective year. Included in interest expense for Fiscal 2004 and 2003 is approximately $2,100 and $41,000 in imputed interest calculated as a result of the respective noteholders agreeing to discontinue their rights to interest subsequent to July 31, 2002.

The Company's expenditures consist solely of items necessary to comply with the Company's periodic reporting obligations under the Securities Exchange Act of 1934 and are not necessarily reflective of what may be expected in future periods when the Company either commences more extensive business operations or acquires another operating entity through either acquisition or merger.

On December 3, 2003, upon the failure to timely convert or post a timely claim for repayment, the Company's Board of Directors, acting upon the advise of legal counsel, voided the remaining outstanding unconverted notes payable aggregating approximately $50,000 and the associated accrued interest of approximately $36,956 and recognized a one-time gain on the technical forgiveness of these debts.

YEAR ENDED SEPTEMBER 30, 2003 COMPARED TO YEAR ENDED SEPTEMBER 30, 2002

General and administrative expenses for the years ended September 30, 2002 and 2001 were approximately $60,000 and $59,000, respectively. The principal component of these expenditures was the accrual of interest on $400,000 in outstanding notes payable. Interest expense for the years ended September 30, 2003 and 2002was approximately $41,000 and $51,500, respectively. Included in interest expense is approximately $41,000 and $8,585 in imputed interest calculated as a result of the respective noteholders agreeing to discontinue their rights to interest subsequent to July 31, 2002.

The Company's expenditures consist solely of items necessary to comply with the Company's periodic reporting obligations under the Securities Exchange Act of 1934 and are not necessarily reflective of what may be expected in future periods when the Company either commences more extensive business operations or acquires another operating entity through either acquisition or merger.

LIQUIDITY AND CAPITAL RESOURCES

Cash used by continuing operating activities for the years ended September 30, 2004 and 2002 was approximately $9,800 and $19,000, respectively. These cash requirements have been provided by advances from the Company's Chief Executive Officer. For all periods prior to October 1, 2001, these advances have been treated as additional paid-in capital. Commencing October 1, 2001, the Company's Chief Executive Officer has made these advances as working capital advances which are repayable upon demand at some undesignated future date and are non-interest bearing.

Management intends to continue to restrict expenditures with respect to the future development of entertainment properties and to market its completed properties. The Company has two completed properties. The costs of development have been written off. Accordingly, the Company will incur little, if any, costs

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of marketing. Management believes these actions may contribute to the Company's liquidity. The Company has no material commitments for capital expenditures as of September 30, 2004.

It is the intent of the Company's Chief Executive Officer and/or significant stockholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, no formal commitments or arrangements to advance or loan funds to the Company or repay any such advances or loans exist. There is no legal obligation for either management or significant stockholders to provide additional future funding.

The Company intends to continue to seek out potential acquisitions; however, the Company is not in discussion with any potential acquisition candidate. The Company has no existing credit facilities to facilitate such activities. Any future acquisition is anticipated to be financed with "to be negotiated" senior bank financing, composing approximately 60% of the transaction, with the remainder to be financed through a combination of other debt and equity instruments. There are no assurances that the Company will successfully identify these or any other potential acquisitions or that, if identified, it will obtain financing under terms acceptable to or affordable by the Company. Management presently considers a business combination transaction, through either an acquisition or merger, to be a viable situation.

OUTSTANDING NOTES PAYABLE

During 1996, the Company raised approximately $400,000 through promissory notes to support the operations of Minnesota Arena Football, Inc. dba Minnesota Fighting Pike (Pike), a former 100.0% owned subsidiary. The Pike was an indoor professional football team that operations on August 31, 1996. This subsidiary was legally dissolved as of December 31, 1999. Of the notes, approximately $350,000 was raised from unrelated third party investors and approximately $50,000 was raised from the Tom Scallen, the Company's Chief Executive Officer.

The notes bear interest at rates ranging between 12.0% to 15.0% and were secured by the Company's right, title, and interest in the Pike. The notes originally matured between June and December 1996. The Company remains liable for the $400,000 in outstanding debt.

On July 31, 2002, the Company's Board of Directors and the respective noteholders approved the extension of the ultimate maturity date of the notes through December 3, 2003. In conjunction with the extension, the noteholders agreed to discontinue the accrual of interest subsequent to July 31, 2002. The effect of the discontinuance of interest accruals subsequent to July 31, 2002 will be charged to operations as a component of interest expense with an offset to contributed additional paid-in capital to recognize the economic effect of these notes in the respective future period.

The noteholders have the right to convert, at any time at the holder's option, all outstanding principal, accrued, but unpaid, interest as of July 31, 2002 into shares of the Company's restricted, unregistered common stock at a conversion rate of $0.01 per share.

On June 25, 2003, noteholders aggregating $300,000 in outstanding principal and $231,900 in accrued interest payable exercised their respective conversion rights and received an aggregate 53,106,900 shares of restricted, common stock upon conversion.

On December 3, 2003, the final ultimate maturity date, one remaining noteholder exercised his conversion rights and converted approximately $50,000 in principal and $36,758 in accrued interest payable into 8,675,800 shares of restricted, unregistered common stock.

On December 3, 2003, upon the failure to timely convert or post a timely claim for repayment, the Company's Board of Directors, acting upon the advise of legal counsel, voided the remaining outstanding unconverted notes payable of approximately $50,000 and the associated accrued interest of approximately $36,956 and recognized a one-time gain on the technical forgiveness of these debts.

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GOING CONCERN ISSUES

The Company's independent auditors issued their respective opinions on the Company's financial statements for the years ended September 30, 2004 and 2002, respectively, which included an explanatory paragraph as to substantial doubt about the Company's ability to continue as a going concern. This doubt was raised primarily due to recurring losses from operations, the Company's stockholder's deficit of approximately $392,000 at September 30, 2004, and to no ongoing operations.

INFLATION

Inflation and changing prices have not had a significant impact on operations of the Company to date.

ITEM 7 - FINANCIAL STATEMENTS

The required accompanying financial statements begin on page F-1 of this document.

ITEM 8 - CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 8A - CONTROLS AND PROCEDURES

As required by Rule 13a-15 under the Exchange Act, within the 90 days prior to the filing date of this report, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive and Chief Financial Officer. Based upon that evaluation, the Company's President and Chief Executive and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no significant changes in the Company's internal controls or in other factors, which could significantly affect internal controls subsequent to the date the Company carried out its evaluation.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive and Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

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PART III

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The directors and executive officers serving the Company are as follows:

Name	Age	Position Held and Tenure
Philip Rogers	70	President, Director since 1983
Thomas K. Scallen	79	Chief Executive Officer and Chairman of the Board since 1983
Willy Bietak	57	Director since 1992

Mr. Rogers became President and Director upon the Company's formation in 1983. Mr. Rogers is also a principal of Philipico Picture Company, a motion picture and television production company.

Mr. Scallen became Chairman of the Board of Directors, Vice President, and Treasurer of the Company upon its formation in 1983. Mr. Scallen was elected Chief Executive Officer of the Company on March 14, 1992. Mr. Scallen assumed the responsibilities of chief financial officer in 1998. Mr. Scallen was president, director and principal stockholder of International Broadcasting Corporation, a publicly traded company engaged in entertainment activities, the presentation of touring shows, arena shows and motion picture or television productions until March 1992. International Broadcasting Corporation filed for protection under Chapter 11 of the Bankruptcy Act in August 1991.

Mr. Bietak became a Director of the Company in 1992. He is President of Willy Bietak Productions, Inc. and has been associated with the Company since 1986.

The Company's Directors, as named above, will serve until the next annual meeting of the Company's stockholders or until their successors are duly elected and have qualified. Directors will be elected for one-year terms at the annual stockholders meeting. Officers will hold their positions at the pleasure of the board of directors, absent any employment agreement, of which none currently exists or is contemplated. There is no arrangement or understanding between any of the directors or officers of the Company and any other person pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management shareholders will exercise their voting rights to continue to elect the current directors to the Company's board. There are also no arrangements, agreements or understandings between non-management shareholders that may directly or indirectly participate in or influence the management of the Company's affairs.

The directors and officers will devote their time to the Company's affairs on an as needed basis, which, depending on the circumstances, could amount to as little as two hours per month, or more than forty hours per month, but more than likely will fall within the range of five to ten hours per month. There are no agreements or understandings for any officer or director to resign at the request of another person, and none of the officers or directors are acting on behalf of, or will act at the direction of, any other person.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires the Company's directors and executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities, to file with the Securities and Exchange Commission (the "Commission") initial reports of beneficial ownership and reports of changes in beneficial ownership of our Common Stock. The rules promulgated by the Commission under Section 16(a) of the Exchange Act require those persons to furnish us with copies of all reports filed with the Commission pursuant to Section 16(a). The information in this section is based solely upon a review of Forms 3, Forms 4, and Forms 5 received by us.

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During the year ended September 30, 2002, the Company is unaware of any action which would require the filing of either a Form 3, Form 4 or Form 5 by any required person, as defined in Section 16(a).

During the year ended September 30, 2003, the Company issued an aggregate 53,106,900 shares of restricted, unregistered common stock to various individuals in settlement of various convertible notes payable and accrued interest. None of the parties listed below, constituting recipients of 5.0% or more of the Company's outstanding common stock, post transaction, to the best of the Company's knowledge, has filed the respective Form 3, Form 4 or Form 5, as necessary, related to these transactions:

Anthony Silverman	22,047,100 shares
Fred Burnstein	8,700,500 shares
Thomas K. Scallen	7,491,700 shares
Thomas F. Miller	8,674,800 shares
Mark Leibovit	2,227,500 shares
Alice Wintz Leibovit Living Trust	2,227,500 shares

During the year ended September 30, 2004, the Company issued 8,675,800 and 787,100 shares of restricted, unregistered stock, respectively, to Mark Rosenberg in settlement of two (2) convertible notes payable and accrued interest and to Thomas K. Scallen as compensation associated with the conversion of the outstanding notes payable and accrued interest payable. Mr. Rosenberg and Mr. Scallen, constituting recipients of 5.0% or more of the Company's outstanding stock, post transaction, to the best of the Company's knowledge, has filed the respective Form 3, Form 4 or Form 5, as necessary, related to these transactions.

Mark Rosenberg	8,675,800 shares
Thomas K. Scallen	787,100 shares

ITEM 10 - EXECUTIVE COMPENSATION

There was no cash compensation paid during either of the respective years ended December 31, 2004, 2003 or 2002.

We issued our President, Thomas K. Scallen, 787,100 shares of unregistered, restricted common stock as compensation associated with the conversion of the outstanding notes payable and accrued interest payable. This transaction was valued at approximately $7,871, which was equal to the "fair value" of the Company's common stock on the conversion date. The Company relied upon Section 4(2) of The Securities Act of 1933, as amended, for an exemption from registration of these shares and no underwriter was used in this transaction..

None of the Company's current or former officers or directors receives or has received any salary from Company during the preceding five years. The Company does not anticipate entering into employment agreements with any of its officers or directors in the near future. Directors do not receive compensation for their services as directors and are not reimbursed for expenses incurred in attending board meeting.

DIRECTOR COMPENSATION

The Company's Directors have not received any cash compensation during the years ended September 30, 2004 or 2003.

ITEM 11 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as at September 30, 2004, the information with respect to common stock ownership of each person known to the Company to own beneficially more than five percent (5%) of the shares of the Company's common stock and all Directors and Officers as a group.

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Name and address	Number of Shares	% of Class Beneficially Owned
Anthony Silverman 7305 E. DeAcero Drive Phoenix AZ 85028	22,047,100	30.43%
Thomas K. Scallen 4701 IDS Center Minneapolis MN 55402	9,898,280	13.66%
Mark Rosenberg 6516 E. Montreal Place Scottsdale AZ 85254	8,755,800	12.08%
Fred Burnstein 2900 Norwest Center 510 First Avenue, Suite 610 Minneapolis MN 55402	8,700,500	12.01%
Thomas F. Miller 13015 Star Ridge Drive Sun City West AZ 85375	8,674,800	11.97%
Mark Leibovit and Alice Wintz Leibovit Living Trust, collectively 4701 IDS Center Minneapolis MN 55402	4,455,000	6.15%
Philip Rogers 3575 Cahuenga Blvd. W. Los Angeles CA 90068	99,375	0.14%
All Officers and Directors as a Group (three (3) in number)	9,997,655	13.80%

ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During each of the years ended September 30, 2004 and 2003, the Company's Chief Executive Officer advanced the Company approximately $9,850 and $19,000, respectively, to support operations, settle outstanding trade accounts payable and provide working capital. The advance is repayable upon demand and is non-interest bearing and is unsecured.

As of September 30, 2004 and 2003, respectively, the Company owed the Company's Chief Executive Officer approximately $354,500 for cumulative accrued salary.

ITEM 13 - EXHIBITS AND REPORTS ON FORM 8-K

Exhibits

3 Articles of Incorporation and By-Laws are incorporated by reference to the Exhibits to the Registrant's Registration Statement of September 15, 1983

4 Rights of warrant holders set forth in Exhibits to Registration No.33-58546, effective April 12, 1993, incorporated by this reference.

10 Stock Purchase Agreement, dated July 29, 1993 between registrant and International Broadcasting Corporation, International Theatres Corporation and National Westminster Bank USA attached as an Exhibit to Registrant's Report on Form 8-K is incorporated by this reference

24 Manually signed powers of attorney for members of the Board of Directors, filed herewith are incorporated by this reference.

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Reports on Form 8-K

None

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company paid or accrued the following fees in each of the prior two fiscal years to it's principal accountant, S. W. Hatfield, CPA of Dallas, Texas

	Year ended September 30, 2004	Year ended September 30, 2003
1. Audit fees	$5,512	$8,094
2. Audit-related fees	--	--
3. Tax fees	--	
4. All other fees	--	--
Totals	$5,512	$8,094

The Company has no formal audit committee. However, as defined in Sarbanes-Oxley Act of 2002, the entire Board of Directors is the Company's defacto audit committee.

In discharging its oversight responsibility as to the audit process, the Board obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence as required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees." The Board discussed with the auditors any relationships that may impact their objectivity and independence, including fees for non-audit services, and satisfied itself as to the auditors' independence. The Board also discussed with management and the independent auditors the quality and adequacy of the Company's internal controls. The Board reviewed with the independent auditors their management letter on internal controls, if one was issued by the Company's auditors.

The Board discussed and reviewed with the independent auditors all matters required to be discussed by auditing standards generally accepted in the United States of America, including those described in Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees".

The Board reviewed the audited financial statements of the Company as of and for the years ended September 30, 2004 and 2003 with management and the independent auditors. Management has the sole ultimate responsibility for the preparation of the Company's financial statements and the independent auditors have the responsibility for their examination of those statements.

Based on the above-mentioned review and discussions with the independent auditors and management, the Board of Directors approved the Company's audited financial statements and recommended that they be included in its Annual Report on Form 10-KSB for the year ended September 30, 2004, for filing with the Securities and Exchange Commission.

The Company's principal accountant, S. W. Hatfield, CPA did not engage any other persons or firms other than the principal accountant's full-time, permanent employees.

SIGNATURES

In accord with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CENTURY PARK PICTURES CORPORATION

Dated: November 2, 2004 /s/ Thomas K. Scallen

Thomas K. Scallen
Chief Executive Officer

In accordance with the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: November 2, 2004 /s/ Philip Rogers

Philip Rogers
President and Director

Dated: November 2, 2004 /s/ Thomas K. Scallen

Thomas K. Scallen
Chief Executive Officer
and Director

Dated: November 2, 2004 /s/ Willy Bietak

Willy Bietak
Director

CENTURY PARK PICTURES CORPORATION

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors and Stockholders
Century Park Pictures Corporation

We have audited the accompanying balance sheets of Century Park Pictures Corporation (a Minnesota corporation) as of September 30, 2004 and 2003 and the related statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for each of the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Century Park Pictures Corporation as of September 30, 2004 and 2003 and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note C to the financial statements, the Company has no viable operations or significant assets and is dependent upon significant shareholders to provide sufficient working capital to maintain the integrity of the corporate entity. These circumstances create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not contain any adjustments that might result from the outcome of these uncertainties.

/s/ S. W. Hatfield, CPA

S. W. HATFIELD, CPA

Dallas, Texas
October 22, 2004

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CENTURY PARK PICTURES CORPORATION
BALANCE SHEETS
September 30, 2004 and 2003

	September 30, 2004	Sep
ASSETS		
CURRENT ASSETS		
Cash on hand and in bank	$ --	$
TOTAL CURRENT ASSETS	--	
PROPERTY AND EQUIPMENT - AT COST		
Furniture and fixtures	94,077	
Less accumulated depreciation	(94,077)	
NET PROPERTY AND EQUIPMENT	--	
OTHER ASSETS		
Rent deposits	926	
TOTAL ASSETS	$ 926	$
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Notes payable	$ --	$
Accounts payable - trade	395	
Accrued officer compensation	354,500	
Accrued interest payable	--	
Other accrued expenses	--	
Advances from shareholder	37,744	
TOTAL CURRENT LIABILITIES	392,639	
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY (DEFICIT)		
Common stock - $0.001 par value 200,000,000 shares authorized 72,456,441 and 62,993,541 shares		

issued and outstanding, respectively	72,456	
Additional paid-in capital	6,804,569	
Accumulated deficit	(7,268,738)	(
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(391,713)	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	$ 926	$

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

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CENTURY PARK PICTURES CORPORATION
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
Years ended September 30, 2004 and 2003

	Year ended September 30, 2004	Year ended September 30, 2003
REVENUES	$ --	$ --
EXPENSES		
General and administrative expenses	9,095	19,022
LOSS FROM OPERATIONS	(9,095)	(19,022)
OTHER EXPENSE		
Interest expense	(2,104)	(41,005)
LOSS BEFORE PROVISION FOR INCOME TAXES AND EXTRAORDINARY ITEM	(11,199)	(60,027)
PROVISION FOR INCOME TAXES	--	--
LOSS BEFORE EXTRAORDINARY ITEM	(11,199)	(60,027)
EXTRAORDINARY ITEM		
Extinguishment of notes payable and accrued interest, net of income taxes	86,956	--
NET INCOME (LOSS)	75,757	(60,027)
OTHER COMPREHENSIVE INCOME	--	--
COMPREHENSIVE INCOME (LOSS)	$ 75,757	$ (60,027)
Income (Loss) per weighted-average share of common stock outstanding, computed on Net Loss - basic and fully diluted		
From continuing operations	$ (0.00)	$ (0.00)
From extraordinary item	0.00	0.00

	$ (0.00)	$ (0.00)
Weighted-average number of shares of common stock outstanding	70,827,581	24,145,480

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

CENTURY PARK PICTURES CORPORATION
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
Years ended September 30, 2004 and 2003

	Common Stock		Additional paid-in capital	Accumulated deficit	
	Shares	Amount			
BALANCES AT OCTOBER 1, 2002	9,886,641	$ 9,887	$6,191,566	$(7,284,468)	$
Conversion of notes payable and accrued interest payable to common stock	53,106,900	53,107	477,962	--	
Forgiveness of accrued interest	--	--	6,766	--	
Contribution of imputed interest on suspended interest on notes payable	--	--	41,005	--	
Net loss for the year	--	--	--	(60,027)	
BALANCES AT SEPTEMBER 30, 2003	62,993,541	62,994	6,717,299	(7,344,495)	
Conversion of notes payable and accrued interest payable to common stock	8,675,800	8,675	78,082	--	
Contribution of imputed interest on suspended interest on notes payable	--	--	2,104	--	
Common stock issued for debt conversion services	787,100	787	7,084	--	
Net loss for the year	--	--	--	75,757	
BALANCES AT SEPTEMBER 30, 2004	72,456,441	$72,456	$6,804,569	$(7,268,738)	$

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

CENTURY PARK PICTURES CORPORATION
STATEMENTS OF CASH FLOWS
Years ended September 30, 2004 and 2003

	Year ended September 30, 2004	Year ended September 30 2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ 75,757	$(60,027)
Adjustments to reconcile net income to net cash provided by operating activities		
Extinguishment of notes payable and accrued interest	(86,956)	--
Consulting fees paid with common stock	7,870	--
Contribution of interest expense related to suspended interest payable on notes payable	2,104	41,005
Increase (Decrease) in		
Accounts payable	395	--
Other accrued expenses	(9,027)	--
Accrued interest payable	--	--
NET CASH USED IN OPERATING ACTIVITIES	(9,857)	(19,022)
CASH FLOWS FROM INVESTING ACTIVITIES	--	--
CASH FLOWS FROM FINANCING ACTIVITIES		
Funds advanced by officer/shareholder	9,857	19,022
NET CASH PROVIDED BY FINANCING ACTIVITIES	9,857	19,022
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	--	--
Cash and cash equivalents at beginning of period	--	--
Cash and cash equivalents at end of period	$ --	$ --
SUPPLEMENTAL DISCLOSURES OF INTEREST AND INCOME TAXES PAID		
Interest paid during the period	$ --	$ --
Income taxes paid (refunded)	$ --	$ --

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

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CENTURY PARK PICTURES CORPORATION

NOTES TO FINANCIAL STATEMENTS

NOTE A - ORGANIZATION AND DESCRIPTION OF BUSINESS

Century Park Pictures Corporation (Company) was incorporated in 1983 in accordance with the Laws of the State of Minnesota.

In prior periods, the Company developed, produced and marketed various entertainment properties, including without limitation, the intellectual product(s) of entities engaged in the motion picture, television, and theatrical state productions, such as creative writers, producers and directors, for the motion picture, pay/cable and commercial television markets.

The Company has effectively had no operations, assets or liabilities since its fiscal year ended September 30, 1999.

NOTE B - PREPARATION OF FINANCIAL STATEMENTS

The Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and has adopted a year-end of September 30.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented

For segment reporting purposes, the Company operated in only one industry segment during the periods represented in the accompanying financial statements and makes all operating decisions and allocates resources based on the best benefit to the Company as a whole.

NOTE C - GOING CONCERN UNCERTAINTY

The Company has effectively had no operations, assets or liabilities since its fiscal year ended September 30, 1999.

The Company has no operating activities, no cash on hand, no profit and operates a business plan with inherent risk. Because of these factors, our auditors have issued an audit opinion for the Company which includes a statement describing our going concern status. This means, in our auditor's opinion, substantial doubt about our ability to continue as a going concern exists at the date of their opinion.

The Company's continued existence is dependent upon its ability to generate sufficient cash flows from operations to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis.

NOTE C - GOING CONCERN UNCERTAINTY - CONTINUED

The Company anticipates offering future sales of equity securities. However, there is no assurance that the Company will be able to obtain additional funding through the sales of additional equity securities or, that such funding, if available, will be obtained on terms favorable to or affordable by the Company.

If no additional operating capital is received during the next twelve months, the Company will be forced to rely on existing cash in the bank and upon additional funds loaned by management and/or significant stockholders to preserve the integrity of the corporate entity at this time. In the event, the Company is unable to acquire advances from management and/or significant stockholders, the Company's ongoing operations would be negatively impacted.

It is the intent of management and significant stockholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, no formal commitments or arrangements to advance or loan funds to the Company or repay any such advances or loans exist. There is no legal obligation for either management or significant stockholders to provide additional future funding.

While the Company is of the opinion that good faith estimates of the Company's ability to secure additional capital in the future to reach our goals have been made, there is no guarantee that the Company will receive sufficient funding to sustain operations or implement any future business plan steps.

NOTE D - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Cash and cash equivalents

For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

(2) Property and equipment

Property and equipment consists of furniture and fixtures and is stated at the lower of depreciated cost or net realizable value.

3. Income Taxes

The Company uses the asset and liability method of accounting for income taxes. At September 30, 2004 and 2003, respectively, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, primarily accumulated depreciation and amortization, allowance for doubtful accounts and vacation accruals.

As of September 30, 2004 and 2003, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved. Due to the provisions of Internal Revenue Code Section 338, the Company may have limited net operating loss carryforwards available to offset financial statement or tax return taxable income in future periods as a result of any future change in control involving 50 percentage points or more of the issued and outstanding securities of the Company.

CENTURY PARK PICTURES CORPORATION

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE D - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

4. Income (Loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements. Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants). Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

The Company had no common stock equivalents outstanding at September 30, 2004 or 2003, respectively.

NOTE E - FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The company does not use derivative instruments to moderate its exposure to financial risk, if any.

NOTE F - NOTES PAYABLE

On July 31, 2002, the Company's Board of Directors and the respective noteholders approved the extension of the ultimate maturity date of the notes through December 3, 2003. In conjunction with the extension, the noteholders agreed to discontinue the accrual of interest subsequent to July 31, 2002.

The effect of the discontinuance of interest accruals subsequent to July 31, 2002 will be charged to operations as a component of interest expense with an offset to contributed additional paid-in capital to recognize the economic effect of the suspended and forgiven interest on these notes in the respective future period.

On June 25, 2003, noteholders aggregating $300,000 in outstanding principal and $231,900 in accrued interest payable exercised their respective conversion rights and received an aggregate 53,106,900 shares of restricted, common stock upon conversion.

On December 3, 2003, the final ultimate maturity date, one remaining noteholder exercised his conversion rights and converted approximately $50,000 in principal and $36,758 in accrued interest payable into 8,675,800 shares of restricted, unregistered common stock.

NOTE F - NOTES PAYABLE - CONTINUED

On December 3, 2003, upon the failure to timely convert or post a timely claim for repayment, the Company's Board of Directors, acting upon the advise of legal counsel, voided the remaining outstanding unconverted notes payable of approximately $50,000 and the associated accrued interest of approximately $36,956 and recognized a one-time gain on the technical forgiveness of these debts.

For the respective years ended September 30, 2004 and 2003, the Company has recognized approximately $2,104 and $41,005 in additional paid-in capital for imputation of suspended interest on these notes.

NOTE G - RELATED PARTY TRANSACTIONS

Through September 30, 2004, the Company's Chief Executive Officer has advanced the Company approximately $37,744 to support operations, settle outstanding trade accounts payable and provide working capital. The advance is repayable upon demand and is non-interest bearing and is unsecured.

As of September 30, 2004 and 2003, respectively, the Company owed the Company's Chief Executive Officer approximately $354,500 for cumulative accrued salary.

NOTE H - INCOME TAXES

The components of income tax (benefit) expense for the years ended September 30, 2004 and 2003, respectively, are as follows:

	Year ended September 30, 2004	Year ended September 30, 2003
Federal:		
Current	$ --	$ --
Deferred	--	--
	--	--
State:		
Current	--	--
Deferred	--	--
	--	--
Total	$ --	$ --

As of September 30, 2004, the Company has a Federal net operating loss carryforward of approximately $3,100,000 and a State net operating loss carryforward of approximately $790,000 to offset future taxable income. Subject to current regulations, these carryforwards will expire between 2002 and 2015.

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CENTURY PARK PICTURES CORPORATION

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE H - INCOME TAXES - CONTINUED

The Company's income tax expense for each of the years ended September 30, 2004 and 2003, respectively, differed from the statutory federal rate of 34 percent as follows:

	Year ended September 30, 2004	Year ended September 30, 2003
Statutory rate applied to earnings (loss) before income taxes	$ 25,750	$ 20,400
Increase (decrease) in income taxes resulting from:		
State income taxes	--	--
Other, including reserve for deferred tax asset	$(25,750)	(20,400)
Income tax expense	$ --	$ --

Temporary differences, consisting primarily of statutory differences between the financial statement carrying amounts and tax bases of assets and liabilities give rise to deferred tax assets and liabilities as of the respective years ended September 30, 2004 and 2003.

	Year ended September 30, 2004		
	Federal	State	Tota
Deferred tax assets:			
Other (current)	$ 96,000	$ 35,000	$ 131
Net operating loss carryforwards (non-current)	932,000	77,000	1,009
	1,028,000	112,000	1,140
Valuation allowance	(1,028,000)	(112,000)	(1,140
Net Deferred tax asset	$ --	$ --	$
Deferred tax liabilities	$ --	$ --	$

	Year ended September 30, 2003		
	Federal	State	Tota

Deferred tax assets:			
Other (current)	$ 96,000	$ 35,000	$ 131
Net operating loss carryforwards (non-current)	932,000	77,000	1,009
	1,028,000	112,000	1,140
Valuation allowance	(1,028,000)	(112,000)	(1,140
Net Deferred tax asset	$ --	$ --	$
Deferred tax liabilities	$ --	$ --	$

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CENTURY PARK PICTURES CORPORATION

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE H - INCOME TAXES - CONTINUED

During the years ended September 30, 2004 and 2003, respectively, the valuation allowance increased (decreased) by approximately $-0- and $-0-. Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carryforwards are expected to be available to reduce taxable income.

NOTE J - COMMON STOCK TRANSACTIONS

On June 25, 2003, the Company issued an aggregate 53,783,500 shares of restricted, unregistered common stock in redemption of various outstanding notes payable in the face amount of approximately $300,000 and accrued interest payable of approximately $237,835, pursuant to the conversion terms of the respective notes. The valuation of this transaction was equal to the "fair value" of the Company's common stock on the conversion date.

On December 3, 2003, the Company issued 8,675,800 shares of restricted, unregistered common stock in redemption of two (2) notes payable in the face amount of approximately $50,000 and accrued interest payable of approximately $36,758, pursuant to the conversion terms of the respective notes. The valuation of this transaction was equal to the "fair value" of the Company's common stock on the conversion date. The Company relied upon Section 4(2) of The Securities Act of 1933, as amended, for an exemption from registration of these shares and no underwriter was used in this transaction.

On December 3, 2003, the Company issued 787,100 shares of restricted, unregistered common stock as compensation for fees associated with the conversion of the outstanding notes payable and accrued interest payable. This transaction was valued at approximately $7,871, which was equal to the "fair value" of the Company's common stock on the conversion date. The Company relied upon Section 4(2) of The Securities Act of 1933, as amended, for an exemption from registration of these shares and no underwriter was used in this transaction.

NOTE K - COMMITMENTS AND CONTINGENCIES

The Company leases office space under a noncancellable operating lease that expired on August 31, 2002. The space has been sub-leased to a separate company owned by the Company's CEO. The Company incurred no expense related to this lease during either of the years ended September 30, 2003 and 2002, respectively, or subsequent thereto.

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