URBAN TELEVISION NETWORK CORP
Form 10QSB
February 20, 2003

U.S. Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ending December 31, 2002

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ------- to --------

Commission file number 33-58972

URBAN TELEVISION NETWORK CORPORATION

(Name of Small Business Issuer in its Charter)

NEVADA	22-2800078
(State of Incorporation)	(IRS Employer Identification No.)

18505 Highway 377 South, Fort Worth, TX	76126
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number, (817) 512 - 3033

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. Yes X No ___

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years

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

Applicable only to corporate issuers

State the number of shares outstanding of each of the issuer's class of common equity, as of the latest practicable date: December 31, 2002, 1,416,636 shares of common stock, $.0001 par value.

Transitional Small Business Disclosure Format
(Check One)
Yes ___ No X ___

PART I. FINANCIAL INFORMATION

PART II. OTHER INFORMATION

URBAN TELEVISION NETWORK CORPORATION
FORM 10-QSB

PART I-FINANCIAL INFORMATION

Item 1. Financial Statements. (Unaudited)

As prescribed by Item 310 of Regulation S-B, the independent auditor has reviewed these unaudited interim financial statements of the registrant for the three months ended December 31, 2002. The financial statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim period presented. The unaudited financial statements of registrant for the three months ended December 31, 2002, follow.

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Jack F. Burke, Jr.
Certified Public Accountant
P.O. Box 15728
Hattiesburg, Mississippi 39404

Independent Auditor's Letter

Urban Television Network Corporation
18505 S. Hwy 377
Fort Worth, Texas 76126

I have reviewed the accompanying balance sheet, statement of operations, statement of stockholders equity and statement of cash flows of Urban Television Network Corporation and consolidated subsidiaries as of December 31, 2002, and for the three-month period then ended. These financial statements are the responsibility of the company's management.

I conducted my review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, I do not express such an opinion.

Based on my review, I am not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 12 to the financial statements, the company has suffered losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 12.The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Jack F. Burke, Jr.

Jack F. Burke, Jr.
February 13, 2003

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PART I - FINANCIAL STATEMENTS

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Consolidated Balance Sheet

Assets	December 31, 2002 (Unaudited)	Septem 2 (Aud
Currents assets		
Cash and cash equivalents	$ 2,126	$
Accounts receivable	14,462	
Prepaid expenses	18,043	

Total current assets	34,631	
Furniture, fixtures and equipment, net	9,815	
Other assets		
Network assets	484,466	
Total assets	528,912	$
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 133,175	$
Bridge loan payable	154,296	
Notes payable to stockholder	189,405	
Accrued interest expense	10,642	
Accrued payroll	62,500	
Accrued payroll taxes payable	4,781	
Total current liabilities	554,799	
Stockholders' equity		
Preferred stock, $1 par value, 500,000 shares authorized, none issued	--	
Common stock, $0.0001 par value, 200,000,000 shares authorized; 1,416,636 shares outstanding at December 31, 2002	142	
Common stock, $0.01 par value, 50,000,000 shares authorized; 22,331,667 shares outstanding at September 30, 2002	--	
Additional paid-in capital	5,668,236	5,
Retained earnings (deficit)	(5,694,265)	(5,
Total stockholders' equity	(25,887)	
Total liabilities and stockholders' equity	$ 528,912	$

See notes to financial statements.
See accountants rewireportort

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Consolidated Statement of Operations
For the three months ended December 31, 2002 and 2001
(UNAUDITED)

	2002	2001

Revenues	$ 50,018	$ --
Expenses:		
Satellite and uplink services	85,450	--
Production expenses	75,116	--
Technology expenses	71,500	--
Administration	163,915	(2,700)
Depreciation and amortization	28,200	--
Total expenses	424,181	(2,700)
Income (loss) from operations	(374,163)	2,700
Other (income) expense		
Interest income (expense)	(7,227)	--
Gain on extinquishment of debt	--	424,665
Net loss	$ (381,390)	$ 427,365
Earnings per share:		
Net income (loss)	$ (0.31)	$ 1.37
Weighted average number of common shares outstanding	1,216,636	311,583

See notes to financial statements.
See accountants review report

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Consolidated Statement of Stockholders' Equity
(UNAUDITED)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings (Deficit)	T
Balance at September 30, 2000	6,207,236	$ 62,072	$ 4,879,134	$(5,361,824)	$ (
Net loss for year ended					

September 30, 2001	--	--	--	(82,774)	$
Balance at September 30, 2001	6,207,236	62,072	4,879,134	(5,444,598)	$ (
Contributed capital			85,428		
Stock issued for asset Acquisition	16,000,000	160,000	389,000		
Stock issued to Hispanic Television Network	100,000	1,000	9,000		
Stock issued for prior year agreements	24,431	244			
Net income for year ended September 30, 2002	--	--	--	131,723	
Balance September 30, 2002	22,331,667	223,316	5,362,562	(5,312,875)	
Adjust outstanding shares to reflect reverse stock split	(21,215,031)	(212,150)	212,150		
Adjustment to reflect the restated par value		(11,054)	11,054		
Issuance of shares for services	300,000	30	82,470		
Net loss for three months ended December 31, 2002	--	--	--	(381,390)	(
Balance December 31, 2002	1,416,636	$ 142	$ 5,668,236	$(5,694,265)	$

See notes to financial statements.
See accountants review report

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URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Consolidated Statement of Cash
Flows For the three months ended December 31, 2002 and 2001
(UNAUDITED)

	2002	2001
Operating Activities		
Net income (loss)	$(381,390)	$ 427,365
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization		

	28,200	--
Changes in operating assets and liabilities:		
Accounts receivable	(8,696)	--
Prepaid expenses	(18,043)	--
Accounts payable	74,218	(67,428)
Accrued interest expense	7,227	(218,261)
Accrued payroll expense	62,500	--
Accrued payroll tax expense	4,781	--
Bridge loan payable	154,296	--
Notes payable	476	(210,348)
Net cash provided by operating activities	(76,431)	(68,672)
Investing Activities		
Capital expenditures	(3,943)	--
Net cash (used in) investing activities	(3,943)	--
Financing Activities		
Issuance of stock for debt extinquishment	82,500	2,944
Contributed capital	--	68,428
Cancellation of shares	--	(2,700)
Net cash provided by financing activities	82,500	68,672
Increase (decrease) in cash	2,126	--
Cash at beginning of period	--	--
Cash at end of period	$ 2,126	$ --
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ --	$ --
Income taxes	$ --	$ --
Non-cash transactions:		
Extinquishment of debt	$ --	$ 424,665
Cancellation of shares	$ --	$ 2,700

See notes to financial statements.
See accountants review report

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Notes to Financial Statements
December 31, 2002
(UNAUDITED)

1. BASIS OF PRESENTATION:

The unaudited financial statements have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange

Commission. These financial statements and the notes hereto should be read in conjunction with the financial statements and notes thereto included in the Company's Form 10-KSB for the year ended September 30, 2002, which was filed December 31, 2002. In the opinion of the Company, all adjustments, including normal recurring adjustments necessary to present fairly the financial position of Urban Television Network Corporation as of December 31, 2002 and the results of its Operations and cash flows for the quarter then ended, have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year.

ACCOUNTING POLICIES:

There have been no changes in accounting policies used by the Company during the quarter ended December 31, 2002.

2. Significant Accounting Policies

Organization and Business

Waste Conversion Systems, Inc. was incorporated under the laws of the state of Nevada on October 21, 1986. On June 10, 2002 the company changed its name to Urban Television Network Corporation. The name change coincided the company's acquisition of assets from the Urban Television Network Corporation, a Texas corporation. Urban Television Network Corporation ("UTVN") and its subsidiaries, together, the "Company") are engaged in the business of supplying programming to broadcast television stations and cable systems. Formerly the company's business had been the marketing of thermal burner systems that utilize industrial and agricultural waste products as fuel to produce steam, which generates electricity, air-conditioning or heat.

Principles of Consolidation

The consolidated financial statements include the account of Urban Television Network Corporation and its subsidiary. All material intercompany accounts and transactions are eliminated. The Company owns 100% of Waste Conversion Systems Of Virginia, Inc. which had no assets or liabilities at September 30, 2002 and December 31, 2002 and no revenues or expenses for the years ended September 30, 2002 and the three months ended December 31, 2002.

Non Goodwill Intangible Assets

Intangible assets other than goodwill consist of network assets acquired by purchase. They are being amortized over their expected lives of 5 years and are reviewed for potential impairment whenever events or circumstances indicate that carrying amounts may not be recoverable. No impairment loss was recognized during the reporting period. On January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Intangible Assets. This provides that a recognized intangible shall be amortized over its useful life to the reporting entity unless that life is determined to be indefinite. The amount of an intangible asset to be amortized shall be the amount initially assigned to that asset less any residual value.

Income (Loss) Per Share

Income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding. Stock options and warrants are anti-dilutive, and accordingly, are not included in the calculation of income (loss) per share.

Cash

For purposes of the statement of cash flows, the Company considers unrestricted cash and all highly liquid debt instruments purchased with an original maturity of three months or less to be cash. The Company has no cash equivalents.

2. Significant Accounting Policies (Continued)

Advertising Costs

The Company expenses non-direct advertising costs as incurred. The Company did not incur any direct response advertising costs for the fiscal year ended September 30, 2002 and the three months ended December 31, 2002.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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.

Recent Accounting Standards

The FASB issued SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." The Statement provides guidance for determining whether a transfer of financial assets should be accounted for as a sale or a secured borrowing, and whether a liability has been extinguished. The Statement is effective for recognition and reclassification of collateral and for disclosures ending after December 15, The Statement is effective for transfers and servicing of financial assets and extinguishments of liabilities occurring after March 31, 2001. The initial application of SFAS No. 140 will have no impact to the Company's results of operations and financial position.

In June, 2001 the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141, "Business Combinations" and No. 142 "Goodwill and Other Intangible Assets." These statements prohibit pooling-of-interest accounting for Transactions initiated after June 30, 2001, require the use of the purchase method of accounting for all combinations after June 30, 2001, and establish new standards for accounting for goodwill and other intangibles acquired in business combinations. The Company does not expect these pronouncements to have a material affect on its financial statements.

Stock Options

The Company accounts for non-employee stock options under SFAS 123, whereby option costs are recorded at the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliable measurement, in accordance with EITF 96-18 "Accounting for Equity" instruments that are issued to other than employees for acquiring or in conjunction with selling Goods or Services.

The Company adopted in February 1993 an employee stock option plan. There are no options outstanding under this plan. This plan will be accounted for under FAS 123 as described above.

3. Network Assets - Amortization

On May 1, 2002, the Company entered into an agreement with Urban Television Network Corporation, a Texas corporation, (UTVN-Texas) to acquire the rights to the UATV Network signal space which included the assignment of the UATV affiliates for 16,000,0000 shares of common stock with an estimated fair market value of $559,000. These assets purchased are referred to as network asset.

Network assets consist of intangibles other than Goodwill. These assets automatically renew every year unless either party terminates the agreement by such notification to the other party. A useful life of five (5) years is estimated for the assets. These agreements are not expected to be terminated by either party prior to its useful life period. Total amortization of these assets has been $74,534 and the amortization for the period ended September 30, 2002 was $46,584 and for the three months ended December 31, 2002 was $27,950.

Future amortization of the Network assets at December 31, 2002 will be $484,466 and on an annual basis be as follows:

Year ended September 30, 2003	$ 83,854
Year ended September 30, 2004	$111,804
Year ended September 30, 2005	$111,804
Year ended September 30, 2006	$111,804
Year ended September 30, 2007	$ 65,200

4. Property, Plant and Equipment

The Company acquired equipment totaling $6,905. This was recorded at cost and depreciation on a straight-line basis over five (5) years. Depreciation for fiscal year and accumulated at September 30, 2002 was $783.00. Depreciation for the three months ended December 31, 2002 was $250 and the accumulated at December 31, 2002 was $1,033.

5. Other Income

Extinguishment of Debt

Since Waste Conversion Systems, Inc. ceased operations in 1996, it did not pay any of its obligations, related to previous operations. For those trade creditors and note holders that did not extend the statute of limitations on collection of their accounts through legal actions, the Company has been taking the write off of the payables into income as the statutory period for collection expires. The income was $424,665 ($0.014 per share) and $8,880 (less than $0.01 per share) for fiscal 2002 and 2001, respectively.

6. Related Party Transactions

In May 2002, the Company issued 16,000,000 shares to Urban Television Network Corporation for asset purchase of network assets. (See Note 3, Network Assets)

The Company leases office space from one its shareholders and director for $2,000 per month. The total rental expense for year ended September 30, 2002 was $12,000 and for the three months ended December 31, 2002 was $6,000.

7. Notes Payable

Notes payable consist of:

	December 31, 2002	September 30, 2002
Notes payable to stockholders at 10% interest payable on September 30, 2004	$ 189,405	$ 188,929
Bridge loan payable at 10% interest Payable on September 30, 2003	$ 154,296	
	$ 343,701	$ 188,929

8. Income Tax

The Company has, for income tax purposes, approximately $4,950,000 in net operating loss carryforwards at September 30, 2002, available to offset future years' taxable income and expiring in varying amounts through the year 2015. A deferred tax asset of approximately $2,032,000 has been offset by a 100% valuation allowance. The annual utilization of the loss carryforward will be limited under Internal Revenue Code Section 382 provisions due to the recent stock issuances. The Company accounts for income taxes pursuant to the Statement of Financial Accounting Standards No.109. The Company has no current or deferred income tax component.

9. Capital Stock

In May 2002, the Company issued 16,000,000 shares to Urban Television Network Corporation for asset purchase of network assets. (See Note 3 Network Assets)

In September 2002, the Company issued 100,000 shares to Hispanic Television Network, Inc. as part of the mutual settlement agreement between the two companies to cancel the Satellite Transponder Service Agreement and notes payable/receivable.

On November 21, 2002 the Company completed a 1:20 reverse stock split and amended its Articles of Incorporation to increase its authorized common shares to 200,000,000 and adjust its par value to $0.0001 per share.

In December 2002, the Company issued 300,000 shares of its common stock for consulting and legal Services.

10. Preferred Stock

The Articles of Incorporation of the Company authorize issuance of a maximum of 500,000 shares of nonvoting preferred stock with a par value of $1.00 per share. The Articles of Incorporation grant the Board of Directors of the Company authority to determine the designations, preferences, and relative participating, optional or other special rights of any preferred stock issued.

No preferred shares had been issued as of December 31, 2002.

11. Commitments

Satellite Transponder Lease

The Company entered into a Satellite space segment service agreement with Loral Skynet on November 20, 2002 for 6 MHz of satellite bandwidth on Telstar 5 for a period of three year ending on November 21, 2005. For the three months ended December 31, 2002, the amount expensed was $18,043.

Future lease payments due during the term of the lease ending on November 21, 2005 will equal $649,548 and be due as follows:

Year ended September 30, 2003	$198,473
Year ended September 30, 2004	$216,516
Year ended September 30, 2005	$216,516
Year ended September 30, 2006	$ 18,043

The Company entered into a Full Time Broadcast Agreement with Verestar, Inc. on November 21, 2002 for a full time redundant 6 MHz digital C-band uplink service for a period of three years ending on November 21, 2005. For the three months ended December 31, 2002, the amount expensed was $8,000.

Future lease payments due during the term of the lease ending on November 21, 2005 will equal $288,000 and be due as follows:

Year ended September 30, 2003	$88,000
Year ended September 30, 2004	$96,000
Year ended September 30, 2005	$96,000
Year ended September 30, 2006	$ 8,000

12. Going Concern

The Company has suffered recurring losses from operations. In order for the Company to sustain operations and execute its television broadcast and programming business plan , capital will need to be raised to support operations as the company executes its business plan. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The Company may raise additional capital through the sale of its equity securities, or debt securities.

13. Subsequent Event

On February 7, 2003, the Company entered into an Exchange Agreement with the majority shareholders of Urban Television Network Corporation, a Texas corporation (UTNC). The Company acquired 90% of the issued and outstanding capital stock of UTNC in return for 13,248,000 shares of the Company's common stock.

Item 2. Management's Discussion and Analysis or Plan of Operation.

OPERATIONS. The Company had no revenues for the three months ended December 31, 2001 and $50,018 for the three months ended December 31, 2002. The year 2002 revenues are related to the UATV Television Network acquired by the Company in May of 2002. The operations are still in the growth stages and the Company is dependent upon management and/or significant shareholders to provide sufficient working capital. It is the intent of management and/or significant shareholders to provide sufficient working capital to provide for the Company's operations. There is no assurance, however, that management and/or significant shareholders will be able to supply such working capital needs.

OPERATING RESULTS. The Company had no operations for the three months ended December 31, 2001. For the three months ended December 31, 2002, the Company had an operating loss of $374,163 related to the continued growth of the UATV Television Network acquired by the Company in May of 2002. During the three months ended December 31, 2001, the Company did have $427,365 of income derived from $424,665 in gains resulting from the extinguishment of liabilities and $2,700 of income derived from the cancellation of shares previously issued for consulting services that were never performed.

EARNINGS PER SHARE OF COMMON STOCK. The net income or loss per common share is based upon the weighted average of outstanding common stock during the period. The net loss per share of common stock was $0.31 for the three months ended December 31, 2002 compared to an income of $1.37 for the three months ended December 31, 2001, as adjusted for the 1:20 reverse stock split in November of 2002.

LIQUIDITY AND CAPITAL RESOURCES

Waste Conversion Systems, Inc., now known as Urban Television Network Corporation, ceased operations in August 1996 and had no operations until May of 2002 when the Company acquired the UATV Television Network.

During the three months December 31, 2001, the Company settled lawsuits, judgments and liabilities totaling $428,609 for $21,000 and 224,420 shares of its common stock.

As of December 31, 2002, the Company's outstanding liabilities were $554,799, which exceeds assets by $25,887.

Financing activities for the three months ended December 31, 2002 include contributed capital of $154,772 from management and/or significant shareholders. These funds were used to fund the operations of the Company.

This Form 10-QSB contains statements that constitute "forward-looking statements." These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "will," or similar terms. These statements appear in a number of places in this report and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things: (i) trends affecting the Company's financial condition or results of operations for its limited history; (ii) the Company's business and growth strategies; (iii) the Internet and Internet commerce; and, (iv) the Company's financing plans. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward- looking statements as a result of various factors. Factors that could adversely affect actual results and performance include, among others, the Company's limited operating history, dependence on key management, financing requirements, government regulation, technological change and competition. Consequently, all of the forward-looking statements made in this Form 10-QSB are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

Item 3. Controls and Procedures.

(a) During December 2002, we made an evaluation of our disclosure controls and procedures. In our opinion, the disclosure controls and procedures are adequate because the systems of control and procedures are 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 for the respective periods presented. Moreover, the evaluation did not reveal any significant deficiencies or material weaknesses in our disclosure controls and procedures.

(b) There have been no significant changes in our internal controls or in other factors that could significantly affect these controls since the last evaluation.

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PART II-OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 2. Changes in Securities and Use of Proceeds

Recent Sales of Securities

None

Item 3. Defaults Upon Senior Securities.

None

Item 4. Submission of Matters to a Vote of Security Holders.

The Company acted on matters authorized by a vote of the majority shareholder holding 71.9% of the voting stock, in lieu of a special meeting of the shareholders. The effective date of the action taken by the Company was November 28, 2002. The Company filed an amendment to its Articles of Incorporation implementing a change in its capital. Additionally, the Company was authorized to acquire Urban Television Network Corporation, a Texas corporation, from its shareholders in a share exchange transaction. The Company provided its shareholders with an information Statement on Schedule 14C. These actions were disclosed in a Current Report filed on Form 8-K on December 2, 2002.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No.	Description and Method of Filing
99.1	Certification by Chief Executive Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification by Chief Financial Officer, pursuant to 18 USC Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

On December 2, 2002, the Company filed an 8K Report detailing Item 5, titled, "Other Events".

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 20, 2003

Urban Television Network Corporation

By: /s/ Randy Moseley	By: /s/ Stanley Woods
Randy Moseley	Stanley Woods
Title: President	Title: Secretary