

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14F1

Statement regarding change in majority of directors pursuant to Rule 14f-1

Filing Date: **2001-08-03**
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SUBJECT COMPANY

VDO COM INC /FL

CIK: **1099330** | IRS No.: **680427012** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **SC 14F1** | Act: **34** | File No.: **005-61821** | Film No.: **1696794**
SIC: **7948** Racing, including track operation

Mailing Address
5315 NEW UTRECHT AVE.
SUITE 100
BROOKLYN NY 11219

Business Address
5315 NEW UTRECHT AVE
SUITE 100
BROOKLYN NY 11219
7184374523

FILED BY

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

SCHEDULE 14F-1

INFORMATION STATEMENT
PURSUANT TO SECTION 14(f) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND RULE 14f-1 THEREUNDER

VDO.COM, INC.
(Exact name of registrant as
specified in its corporate charter)

000-28267

Commission File No.

FLORIDA ----- (State of Incorporation)	68-0427012 ----- (IRS Employer Identification No.)
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1044L CORPORATE DRIVE
REDLANDS, CALIFORNIA 92374
(Address of principal executive offices)

(909) 796-3446
(Issuer's telephone number)

VDO.COM, INC.
1044L CORPORATE DRIVE
REDLANDS, CALIFORNIA 92374
(909) 796-3446

INFORMATION STATEMENT PURSUANT TO
SECTION 14(f) OF THE SECURITIES
EXCHANGE ACT OF 1934 AND RULE 14f-1 THEREUNDER

GENERAL

This Information Statement is being mailed on or about August 8, 2001 to the holders of shares of common stock, par value \$0.001 (the "Common Stock") of VDO.com, Inc., a Florida corporation ("VDO" or the "Company"), as of August 1, 2001. You are receiving this Information Statement in connection with the possible elections of persons designated by the majority of the Company's stockholders to fill all of the seats on the Company's Board of Directors (the "Board").

On June 7, 2001, the Company entered into a Stock Purchase Agreement and an Addendum thereto (the "Addendum" and collectively the "Agreement") with Hundred Mile Plus, Ltd., Embryo Capital Group, and Mr. Shmuel Shneibalg which results in a restructuring of the Company's management, Board of Directors, and ownership.

Pursuant to the terms of the Agreement, Mr. Shneibalg and Embryo Capital Group (the "Sellers") sold 11,900,000 shares of the Company, representing at that time 55.11% of the outstanding common stock, to Hundred Mile Plus, Ltd. who received the shares on behalf of twenty two (22) individuals listed in Exhibit "A" of the Addendum. The shares were issued directly to the individuals. As consideration for the purchase of the shares, Hundred Mile Plus, Ltd. paid the sum of \$25,000 cash to Sellers and agreed to issue to Sellers, within a one year period, stock equal to two percent (2%) of the outstanding common stock on the date of issuance.

On June 7, 2001, in accordance with the Agreement, the Board of Directors received a letter of resignation from its sole Board member, Mr. Shmuel Shneibalg, which is effective upon the appointment of a new Board of Directors. Pursuant to the Agreement the individuals listed in Exhibit "B" of the Addendum (the "Appointees") have been appointed as directors. These individuals will not take office until at least ten days after this Information Statement is mailed to all Company shareholders in compliance with Section 14(F) of the Securities Exchange Act of 1934 and Rule 14F-1 thereunder.

YOU ARE URGED TO READ THIS INFORMATION STATEMENT CAREFULLY. YOU ARE NOT, HOWEVER, REQUIRED TO TAKE ANY ACTION.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities of the Company

On June 7, 2001, there were 17,300,000 shares of common stock issued and outstanding. As of July 27, 2001, as a result of the conversion of a portion of an outstanding convertible debenture, there were 28,344,445 shares of Common Stock issued and outstanding. Each share of Common Stock entitles the holder thereof to one vote on each matter that may come before a meeting of the shareholders.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of July 27, 2001, certain information with respect to the Company's equity securities owned of record or beneficially by (i) each Officer and Director of the Company; (ii) each person who owns beneficially more than 5% of each class of the Company's outstanding equity securities; and (iii) all Directors and Executive Officers as a group.

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Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
<S> Common Stock	<C> Anthony K. Miller (2) 1044-L Corporate Dr. Redlands, CA 92374	<C> 535,500	<C> 1.9%
Common Stock	Latifah R. Saafir (3) 1044-L Corporate Dr. Redlands, CA 92374	200,000 (4)	0.7%
Common Stock	Wardell B. Moore (3) 1044-L Corporate Dr. Redlands, CA 92374	200,000 (4)	0.7%
Common Stock	William D. Satterfield (3) 1044-L Corporate Dr. Redlands, CA 92374	200,000 (4)	0.7%

Common	Shmuel Shneibalg (5)	- 0 -	0.0%
Stock.	5509 11th Ave.		
	Brooklyn, NY 11219		

Common	Venice Holdings LLC	2,357,144	8.3%
Stock.	C/O Mueller & Co.		
	242 4th Street		
	Lakewood, NJ 08701		

	All Officers and Directors as a Group (4 Persons) (6)	1,135,500	4.0%
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- (1) Based on 28,344,445 shares outstanding.
- (2) Mr. Miller was appointed as the Company's President, Secretary and Treasurer pursuant to a Board Resolution dated June 7, 2001.
- (3) Ms. Saafir, Mr. Moore and Mr. Satterfield will be appointed to the Board effective on or about August 18, 2001, which is ten (10) days after this Information Statement is mailed to all the Company's shareholders in accordance with Section 14(F) of the Securities Exchange Act of 1934 and Rule 14F-1 thereunder and will occur simultaneously with Mr. Shneibalg's resignation from the Board.
- (4) Ms. Saafir, Mr. Moore and Mr. Satterfield will each be granted 200,000 shares of the Company's Common Stock approximately 60 days after taking office as compensation for serving on the Company's Board of Directors.
- (5) Mr. Shneibalg is the Company's current Director, but his resignation will occur concurrently with the appointment by the above-listed incoming Directors.
- (6) The total officers and directors is listed as four and includes Mr. Miller, Ms. Saafir, Mr. Moore and Mr. Satterfield (after the latter three's appointment to the Company's Board of Directors). Mr. Shneibalg is omitted since he will no longer be a Director upon the appointment of Ms. Saafir, Mr. Moore and Mr. Satterfield. However, it should be noted that since Mr. Shneibalg does not own any shares the total number of shares for officers and directors would not change even if Mr. Shneibalg were included.

Changes in Control

On June 7, 2001, the Company entered into a Stock Purchase Agreement and an Addendum thereto with Hundred Mile Plus, Ltd., Embryo Capital Group, and Mr. Shmuel Shneibalg which results in a restructuring of the Company's management, Board of Directors, and ownership. Pursuant to that Agreement, as of the date thereof, the individuals listed in Exhibit "A" of the Addendum controlled a majority of the outstanding shares of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

Legal Proceedings

The Company is not aware of any legal proceedings in which any director, officer, or any owner of record or beneficial owner of more than five percent of any class of voting securities of the Company, or any affiliate of any such director, officer, affiliate of the Company, or security holder, is a party adverse to the Company or has a material interest adverse to the Company.

Directors and Executive Officers

The following table sets forth the names and ages of the current and incoming directors and executive officers of the Company, the principal offices and positions with the Company held by each person and the date such person

became a director or executive officer of the Company. The executive officers of the Company are elected annually by the Board of Directors. The directors serve one year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. Unless described below, there are no family relationships among any of the directors and officers.

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<S> Name	<C> Age	<C> Position(s)
Anthony K. Miller . . .	44	President, Secretary and Treasurer (1)
Ms. Latifah R. Saafir.	25	Director (2)
Wardell B. Moore . . .	71	Director (2)
William D. Satterfield	59	Director (2)
Shmuel Shneibalg . . .	30	Director (3)

(1) Mr. Miller was appointed as the Company's President, Secretary and Treasurer pursuant to a Board Resolution dated June 7, 2001.

(2) Ms. Saafir, Mr. Moore and Mr. Satterfield will be appointed to the Board effective on or about August 18, 2001, which is ten (10) days after this Information Statement is mailed to all the Company's shareholders in accordance with Section 14(F) of the Securities Exchange Act of 1934 and Rule 14F-1 thereunder and will occur simultaneously with Mr. Shneibalg's resignation from the Board.

(3) Mr. Shneibalg is the Company's current Director, but his resignation will occur concurrently with the appointment by the above-listed incoming Directors.

ANTHONY K. MILLER is the President, Secretary and Treasurer of the Company. Mr. Miller is also a Director and the President of U.S. Crude, Ltd., a publicly-traded company engaged in the oil and gas business. Mr. Miller is a director of Southern States Power Company, a publicly-traded company engaged in the alternative fuels business. Prior to joining the Company, U.S. Crude, and Southern States Power, Mr. Miller served as Vice-President of Wave Technologies, Inc. from 1991 to present, where his duties included the development and implementation of a business plan, development and preparation of project proposals for submission to funding sources, and research and preparation of documents and reports relating to various projects. In 1978, Mr. Miller received his Bachelor of Arts degree in Business Administration from the California State University at Long Beach.

LATIFAH SAAFIR will be a Director of the Company. Ms. Saafir is currently the Chief Engineer at Wave Technology, Inc., a research and development company, where she has served since October 2000. From May 2000 to October 2000, she was an Executive Assistant at Ryder/Adecco, and from November 1999 to May 2000 she was Manager of Customer Care at drugstore.com, Inc. Ms. Saafir was a Sales Engineer at General Electric from August 1998 to October 1999, and a Package Engineer at M&M/Mars from August 1996 to August 1998. Ms. Saafir has a B.S. in Mechanical Engineering from Prairie View A&M University.

WILLIAM D. SATTERFIELD will be a Director of the Company. Mr. Satterfield is currently a Senior Real Estate Officer with the Los Angeles County Metropolitan Transit Authority. In this position he manages various properties for the County of Los Angeles and has held this position since 1986. Mr. Satterfield received both a B.A. in Business and his M.B.A. from Pepperdine

University.

WARDELL B. MOORE will be a Director of the Company. Mr. Moore has been retired for the past five years. Prior to his retirement Mr. Moore was a Lead Engineer and worked on the BlB Project at Rockwell International. Mr. Moore received a B.S. in Radio and Electricity from Southern University.

SHMUEL SHNEIBALG has served as a director of the Company since 2000. Prior experience includes four years as President of Beaupre Manufacturing, Inc. in Montreal, Canada. Mr. Shneibalg also spent two years managing promotions and funding for two publicly traded companies, Power Phone, Inc. (PWPH) and TMC Agroworld Corporation (TACN). He also spent two years as Vice President of L&M Electrical Contracting Corp. where his duties involved product design, price estimates, quality control, architectural review, and customer satisfaction.

Certain Relationships and Related Transactions

On June 7, 2001, the Company entered into a Stock Purchase Agreement and an Addendum thereto (the "Addendum" and collectively the "Agreement") with Hundred Mile Plus, Ltd., Embryo Capital Group, and Mr. Shmuel Shneibalg which results in a restructuring of the Company's management, Board of Directors, and ownership. Pursuant to the terms of the Agreement, the shares purchased under the Agreement, which was a majority of the Company's outstanding shares, will be divided in accordance with, and go directly to the individuals listed in, Exhibit "A" of the Addendum.

On June 7, 2001, in accordance with the Agreement, the Board of Directors received a letter of resignation from its sole Board member, Mr. Shmuel Shneibalg, which is effective upon the appointment of a new Board of Directors. Pursuant to the Agreement, the individuals listed in Exhibit "B" of the Addendum (the "Appointees") have been appointed as directors. These individuals will not take office until at least ten days after this Information Statement is mailed to all Company shareholders in compliance with Section 14(F) of the Securities Exchange Act of 1934 and Rule 14F-1 thereunder.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than ten percent shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, the only delinquencies arise from Mr. Shneibalg's failure to make necessary filings under Section 16(a).

Board Meetings and Committees

During the fiscal year ended December 31, 2000, the Board of Directors met on one occasion and took written action on approximately eight occasions. All the members of the Board attended the meetings. The written actions were by unanimous consent.

There are no committees of the Board.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Executive Officers and Directors

We currently do not pay any cash salaries to Mr. Anthony K. Miller for his services in the position of President, Secretary and Treasurer.

We currently do not pay Mr. Shmuel Shneibalg a cash salary or other compensation as a Director.

The new Directors will receive \$250 per meeting of the Board of Directors, and after sixty (60) days of service as a director will be granted 200,000 shares of Company common stock.

Summary Compensation Table

The Summary Compensation Table shows certain compensation information for services rendered in all capacities for the fiscal years ended December 31, 1999 and 2000. Other than as set forth herein, no executive officer's salary and bonus exceeded \$100,000 in any of the applicable years. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

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SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	Annual Compensation			Long Term Compensation			
		SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	Awards		Payouts	
					RESTRICTED STOCK AWARDS (\$)	SECURITIES UNDERLYING OPTIONS SARS (#)	LTIP (\$)	ALL OTHER COMPENSATION (\$)
<S> Shmuel Shneibalg(1). . . (President, Secretary, Treasurer and Director)	<C> 2000	<C> 31,000	<C> -0-	<C> -0-	<C> 100,000 shares	<C> -0-	<C> -0-	<C> -0-
	1999	-0-	-0-	-0-	-0-	-0-	-0-	-0-

(1) Mr. Shneibalg resigned as an officer and employee of the Company effective June 7, 2001. Mr. Shneibalg's resignation a director of the Company will be effective on or about August 13, 2001.

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OPTION/SAR GRANTS IN LAST FISCAL YEAR
(INDIVIDUAL GRANTS)

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SAR'S GRANTED FISCAL YEAR (#)	PERCENT OF TOTAL OPTIONS/SAR'S GRANTED TO EMPLOYEES IN (\$/SH)	EXERCISE OF BASE PRICE (\$/SH)	EXPIRATION DATE
<S> Shmuel Shneibalg	<C> N/A	<C> N/A	<C> N/A	<C> N/A

</TABLE>

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<CAPTION>

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR
AND FY-END OPTION/SAR VALUES

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF UNEXERCISED SECURITIES UNDERLYING OPTIONS/SARS AT FY-END (#) EXERCISABLE/UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTION/SARS AT FY-END (\$) EXERCISABLE/UNEXERCISABLE
<S> Shmuel Shneibalg	<C> N/A	<C> N/A	<C> N/A	<C> N/A

</TABLE>

Dated: July 31, 2001
Directors

By order of the Board of

/s/ Anthony K. Miller

Anthony K. Miller
President