

SECURITIES AND EXCHANGE COMMISSION

FORM 10SB12G/A

Form for initial registration of a class of securities for small business issuers pursuant to Section 12(g) [amend]

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FILER

BRIDGEPORT CAPITAL CORP

CIK: **1140770** | IRS No.: **841113055** | State of Incorp.: **CO** | Fiscal Year End: **1231**
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SIC: **6770** Blank checks

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U. S. Securities and Exchange Commission

Washington, D.C. 20549

Form 10-SB12G/A

GENERAL FORM FOR REGISTRATION OF
SECURITIES OF
SMALL BUSINESS ISSUERS

Under Section 12(b) or (g) of the Securities
Exchange Act of 1934

BRIDGEPORT CAPITAL CORP.

(Name of Small Business Issuer in its charter)

Colorado

84-1113055

(State or other jurisdiction of
incorporation or organization)

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

5353 Manhattan Circle, Suite 201
Boulder, Colorado 80303

(Address of Principal Office) Zip Code

Issuer's telephone number: (303) 499-6000

Securities to be registered under Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| | Not Applicable |

Securities to be registered under Section 12(g) of the Act:

Common Stock

(Title of class)

INDEX TO FINANCIAL STATEMENTS

BRIDGEPORT CAPITAL CORPORATION

(A Development Stage Company)

FINANCIAL STATEMENTS

with

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

December 31, 2000 and 1999

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|--|-----|
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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors
 Bridgeport Capital Corporation
 (A Development Stage Company)
 Boulder, Colorado

We have audited the accompanying balance sheet of Bridgeport Capital Corporation (A Development Stage Company) as of December 31, 2000, and the related statements of operations, stockholders' (deficit) and cash flows for the two years ended December 31, 2000 and for the period from March 15, 1989 (date of inception) through December 31, 2000. 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 generally accepted auditing standards. 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 Bridgeport Capital Corporation (A Development Stage Company) as of December 31, 2000, and the results of its operations, changes in its stockholders' (deficit) and its cash flows for the two years ended December 31, 2000 and for the period from March 15, 1989 (date of inception) through December 31, 2000, in conformity with generally accepted accounting principles.

The accompanying balance sheet has been prepared assuming that the Company will continue as a going concern. As described in Note 2 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency which raise substantial doubts about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Schumacher & Associates, Inc.
 Certified Public Accountants
 2525 Fifteenth Street, Suite 3H
 Denver, Colorado 80211

March 23, 2001

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BRIDGEPORT CAPITAL CORPORATION

(A Development Stage Company)

BALANCE SHEET
 December 31, 2000

ASSETS

| | |
|-----------------|-------|
| Current Assets: | \$ -- |
| | ----- |
| TOTAL ASSETS | \$ -- |
| | ===== |

LIABILITIES AND STOCKHOLDERS' (DEFICIT)

| | |
|---------------------------------|----------|
| Current Liabilities: | |
| Accounts payable, related party | \$ 1,122 |
| | ----- |
| TOTAL LIABILITIES | 1,122 |

| | |
|---|---------|
| Commitments and Contingencies (Note 2) | -- |
| Stockholders' (deficit): | |
| Preferred stock, no par value | |
| 10,000,000 shares authorized | -- |
| Common Stock no par value | |
| 800,000,000 shares authorized | |
| 5,000,000 shares issued and | |
| outstanding | 300 |
| Accumulated (deficit) during | |
| development stage | (1,422) |
| | ----- |
| TOTAL STOCKHOLDERS' (DEFICIT) | 1,122 |
| | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) | \$ -- |
| | ===== |

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

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<TABLE>
<CAPTION>

BRIDGEPORT CAPITAL CORPORATION
STATEMENTS OF OPERATIONS

| | 2000 | Years Ended December 31, 1999 | From March 15, 1989 (Inception) To December 31, 2000 |
|--|------------|-------------------------------------|---|
| | ----- | ----- | ----- |
| <S> | <C> | <C> | <C> |
| Revenue | \$ -- | \$ -- | \$ -- |
| | ----- | ----- | ----- |
| Expenses: | | | |
| Audit fees | 1,250 | -- | 1,250 |
| Filing fees | -- | 25 | 125 |
| Other | -- | -- | 47 |
| | ----- | ----- | ----- |
| | 1,250 | 25 | 1,422 |
| | ----- | ----- | ----- |
| Net (Loss) | \$ (1,250) | \$ (25) | \$ (1,422) |
| | ===== | ===== | ===== |
| (Loss) Per Share | \$ nil | \$ nil | \$ nil |
| | ===== | ===== | ===== |
| Weighted Average Shares Outstanding | 5,000,000 | 5,000,000 | 5,000,000 |
| | ===== | ===== | ===== |

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

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BRIDGEPORT CAPITAL CORPORATION

(A Development Stage Company)
STATEMENT OF CHANGES IN STOCKHOLDERS' (DEFICIT)

From Inception (March 15, 1989) through December 31, 2000

Additional

| | Preferred Stock | | Common Stock | | Paid- in Capital | Accumulated Deficit | Total |
|--|-----------------|--------|--------------|--------|---------------------|------------------------|------------|
| | No./Shares | Amount | No./Shares | Amount | | | |
| Balance at March 15, 1989 | -- | \$ -- | -- | \$ -- | \$ -- | \$ -- | \$ -- |
| Issuance of stock for cash | -- | -- | 5,000,000 | 300 | -- | -- | 300 |
| Net loss for the year ended December 31, 1989 | -- | -- | -- | -- | -- | (47) | (47) |
| Balance at December 31, 1989 | -- | -- | 5,000,000 | 300 | -- | (47) | 253 |
| Net loss for the year ended December 31, 1990 | -- | -- | -- | -- | -- | -- | -- |
| Balance at December 31, 1990 | -- | -- | 5,000,000 | 300 | -- | (47) | 253 |
| Net loss for the year ended December 31, 1991 | -- | -- | -- | -- | -- | (25) | (25) |
| Balance at December 31, 1991 | -- | -- | 5,000,000 | 300 | -- | (72) | 228 |
| Net loss for the year ended December 31, 1992 | -- | -- | -- | -- | -- | -- | -- |
| Balance at December 31, 1992 | -- | -- | 5,000,000 | 300 | -- | (72) | 228 |
| Net loss for the year ended December 31, 1993 | -- | -- | -- | -- | -- | (25) | (25) |
| Balance at December 31, 1993 | -- | -- | 5,000,000 | 300 | -- | (97) | 203 |
| Net loss for the year ended December 31, 1994 | -- | -- | -- | -- | -- | -- | -- |
| Balance at December 31, 1994 | -- | -- | 5,000,000 | 300 | -- | (97) | 203 |
| Net loss for the year ended December 31, 1995 | -- | -- | -- | -- | -- | (25) | (25) |
| Balance at December 31, 1995 | -- | -- | 5,000,000 | 300 | -- | (122) | 178 |
| Net loss for the year ended December 31, 1996 | -- | -- | -- | -- | -- | -- | -- |
| Balance at December 31, 1996 | -- | -- | 5,000,000 | 300 | -- | (122) | 178 |
| Net loss for the year ended December 31, 1997 | -- | -- | -- | -- | -- | (25) | (25) |
| Balance at December 31, 1997 | -- | -- | 5,000,000 | 300 | -- | (147) | 153 |
| Net loss for the year ended December 31, 1998 | -- | -- | -- | -- | -- | -- | -- |
| Balance at December 31, 1998 | -- | -- | 5,000,000 | 300 | -- | (147) | 153 |
| Net loss for the year ended December 31, 1999 | -- | -- | -- | -- | -- | (25) | (25) |
| Balance at December 31, 1999 | -- | -- | 5,000,000 | 300 | -- | (172) | 128 |
| Net loss for the year ended December 31, 2000 | -- | -- | -- | -- | -- | (1,250) | (1,250) |
| Balance at December 31, 2000 | -- | \$ -- | 5,000,000 | \$ 300 | \$ -- | \$ (1,422) | \$ (1,122) |

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

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BRIDGEPORT CAPITAL CORPORATION

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

| | Years Ended December 31, | | March 15, |
|--|--------------------------|---------|---|
| | 2000 | 1999 | 1989 (Inception) to December 31, 2000 |
| Cash Flows Operating Activities: | | | |
| Net loss | \$ (1,250) | \$ (25) | \$ (1,422) |
| Adjustment to reconcile net (loss) to net cash provided by operating activities: | | | |
| Decrease in accounts receivable | 128 | 25 | -- |

| | | | |
|--|-------|-------|-------|
| Increase in accounts payable | 1,122 | -- | 1,122 |
| | ----- | ----- | ----- |
| Net Cash (Used in) Operating Activities | -- | -- | (300) |
| | ----- | ----- | ----- |
| Cash Flows from Investing Activities | -- | -- | -- |
| | ----- | ----- | ----- |
| Cash Flows from Financing Activities | | | |
| Proceeds from issuance of stock | -- | -- | 300 |
| | ----- | ----- | ----- |
| Net Cash Provided by Financing Activities | -- | -- | 300 |
| | ----- | ----- | ----- |
| (Decrease) in Cash | -- | -- | -- |
| Cash, Beginning of Year | -- | -- | -- |
| | ----- | ----- | ----- |
| Cash, End of Year | \$ -- | \$ -- | \$ -- |
| | ===== | ===== | ===== |
| Interest Paid | \$ -- | \$ -- | \$ -- |
| | ===== | ===== | ===== |
| Income Taxes Paid | \$ -- | \$ -- | \$ -- |
| | ===== | ===== | ===== |

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

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</TABLE>

BRIDGEPORT CAPITAL CORPORATION

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

December 31, 2000 and 1999

(1) Summary of Accounting Policies

This summary of significant accounting policies of Bridgeport Capital Corporation (A Development Stage Company) (Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

(a) Organization and Principles of Consolidation

The Company was organized on March 15, 1989 for the purpose of engaging in any lawful business but it is management's plan to seek a business combination. The Company is a development-stage company since planned principal operations have not commenced. The Company has selected December 31 as its year end.

(b) Use of Estimates in the Preparation of Financial Statements

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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

(2) Basis of Presentation - Going Concern

The accompanying financial statements have been prepared in conformity

with generally accepted accounting principles, which contemplates continuation of the Company as a going concern. However, the Company has suffered recurring losses from operations and has a net capital deficiency. These matters raise substantial doubt about the Company's ability to continue as a going concern. Management is attempting to raise additional capital, and is looking for a business combination candidate.

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BRIDGEPORT CAPITAL CORPORATION
NOTES TO FINANCIAL STATEMENTS

December 31, 2000 and 1999

(2) Basis of Presentation - Going Concern, Continued

In view of these matters, continuing as a going concern is dependent upon the Company's ability to meet its financing requirements, raise additional capital, and the success of its future operations or completion of a successful business combination. Management believes that actions planned and presently being taken to revise the Company's operating and financial requirements provide the opportunity for the Company to continue as a going concern.

(3) Income Taxes

As of December 31, 2000, the Company had net operating losses available for carry-over to future years of approximately \$1,400, expiring in various years through 2020. As of December 31, 2000 the Company has total deferred tax assets of approximately \$280 due to operating loss carryforwards. However, because of the uncertainty of potential realization of these tax assets, the Company has provided a valuation allowance for the entire \$280. Thus, no tax assets have been recorded in the financial statements as of December 31, 2000.

(4) Stock Dividend

Effective April 20, 1995 the Company issued stock dividends of 19 shares for every one. All references to stock outstanding have been retroactively adjusted as if the stock dividend had taken place on the earliest date shown.

(5) Issuance of Stock

Effective March 15, 1989, the Company issued 250,000 shares of common stock in exchange for \$300 cash.

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SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BRIDGEPORT CAPITAL CORP.

Date: July 31, 2001

By /s/ Brent Henshaw

President and Director
(Principal Executive Officer)

Date: July 31, 2001

By /s/ John H. Venette

Secretary and Director