

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

Filing Date: **1996-08-26** | Period of Report: **1996-06-30**
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FILER

GLOBAL VENTURE FUNDING INC

CIK: **774454** | IRS No.: **840990371** | State of Incorpor.: **CO** | Fiscal Year End: **0930**
Type: **10QSB/A** | Act: **34** | File No.: **000-14213** | Film No.: **96620238**
SIC: **4899** Communications services, nec

Mailing Address
830 SOUTH LINCOLN
SUITE 169
LONGMONT CO 80501

Business Address
1451 SOUTHWEST BLVD
SUITE 120-L
ROHNERT PARK CA 94928
7022336638

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

FORM 10-QSB/A

(Mark One)

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

For the quarterly period ended June 30, 1996

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

For the transition period from _____ to _____

Commission File Number 0-14213

GLOBAL VENTURE FUNDING, INC.

(exact name of small business issuer as specified in its
charter)

| | |
|---|---|
| Colorado | 84-0990371 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

2712 Echo Mesa Drive
Las Vegas, NV 89134
(Address of Principal Executive Offices)

(702) 233-6638
(Issuer's telephone number)

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
issuer was required to file such report), and (2) has been
subject to such filing requirements for the past 90

days. Yes x No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

| Class | Outstanding at July 15, 1996 |
|--------------------------------|------------------------------|
| Common Stock \$.0001 par value | 2,782,513 |

PART I - FINANIAL INFORMATION

Item 1. Financial Statements

GLOBAL VENTURE FUNDING, INC.
(Formerly Venture Funding Corporation)

CONSOLIDATED BALANCE SHEETS
As of June 30, 1996 and September 30, 1995

UNAUDITED

ASSETS

| | June 30, 1996 Unaudited | Sept 30, 1995 Audited |
|---------------------------------------|----------------------------|--------------------------|
| CURRENT ASSETS | | |
| Cash | \$ 61,904 | \$ 367 |
| Accounts receivable | 22,679 | 150 |
| Inventory | 7,874 | 0 |
| Investment in subsidiary | 0 | 0 |
| Prepays & deposits | 34,596 | 0 |
| Other current assets | 916 | 0 |
| Total Current Assets | 127,969 | 517 |
| FIXED ASSETS | | |
| Fixed assets | 23,980 | 1,158 |
| Accumulated depreciation/amortization | 1,163 | 723 |
| Total Fixed Assets | 22,817 | 435 |
| OTHER ASSETS | | |
| Organization costs | 50,625 | 50,625 |
| Accumulated amortization | 50,625 | 50,625 |
| Net Organization Costs | 0 | 0 |
| Total Other Assets | 550 | 0 |
| TOTAL ASSETS | \$ 151,336 | \$ 952 |

See accompanying notes to these financial statements.

GLOBAL VENTURE FUNDING, INC.
(Formerly Venture Funding Corporation)

CONSOLIDATED BALANCE SHEETS (Continued)

As of June 30, 1996 and September 30, 1995

UNAUDITED

LIABILITIES AND STOCKHOLDERS' EQUITY

| | June 30, 1996 Unaudited | Sept 30, 1995 Audited |
|--|----------------------------|--------------------------|
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 57,050 | \$ 32,444 |
| Accrued expenses | 6,754 | 0 |
| Interest payable | 818 | 0 |
| Total Current Liabilities | 64,622 | 32,444 |
| LONG-TERM LIABILITIES | | |
| Notes payable | 160,000 | 0 |
| Total Long-Term Liabilities | 160,000 | 0 |
| Total Liabilities | 224,622 | 32,444 |
| STOCKHOLDERS' EQUITY | | |
| Common stock, shares authorized 150,000,000 par value \$.0001, 2,782,513 and 1,582,513 were issued and outstanding at par, respectively | 278 | 158 |
| Preferred stock, shares authorized 20,000,000: Series II, \$.10 par value, 500,000 shares authorized; 500,000 shares issued and outstanding; \$500,000 liquidation value | 50,000 | 50,000 |
| Series B, \$.10 par value, 500,000 shares authorized; 398,317 shares issued and outstanding; \$398,317 liquidation value | 39,817 | 39,817 |
| Series C, \$.10 par value, 50,000 shares authorized; 5,50 and 12,000 shares were issued and outstanding, respectively; \$550,000 liquidation value | 550 | 1,200 |
| Series D, \$.10 par value, 50,000 shares authorized; 500 shares issued and outstanding; \$-0- liquidation value | 50 | 50 |
| Additional paid-in capital | 450,725 | 449,645 |
| Retained earnings | (614,706) | (572,362) |
| Total Stockholders' Equity | (73,286) | (31,492) |

| | | | |
|---|------------|----|-----|
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY | \$ 151,336 | \$ | 952 |
|---|------------|----|-----|

See accompanying notes to these financial statements.

GLOBAL VENTURE FUNDING, INC.
(Formerly Venture Funding Corporation)

CONSOLIDATED STATEMENT OF OPERATIONS
For the Third Quarter Ended June 30, 1996 and 1995

UNAUDITED

| | For the Nine Months Ended June 30, | | For the Three Months Ended June 30, | |
|--|---------------------------------------|-------------|--|------------|
| | 1996 | 1995 | 1996 | 1995 |
| | Unaudited | Unaudited | Unaudited | Unaudited |
| REVENUE: | | | | |
| Sales | \$ 142,643 | \$ 0 | \$ 0 | \$ 0 |
| Other income | 0 | 1,146 | 0 | 0 |
| TOTAL REVENUE | 142,643 | 1,146 | 0 | 0 |
| COST OF GOODS SOLD: | 36,315 | 7,405 | 0 | 0 |
| GROSS PROFIT: | 106,328 | (6,259) | 0 | 0 |
| OPERATING EXPENSES: | | | | |
| Salaries and wages | 72,740 | 0 | 0 | 0 |
| Professional fees | 18,930 | 0 | 0 | 0 |
| General and administrative | 30,731 | 3,850 | 404 | 952 |
| Rents and leases | 11,297 | 0 | 0 | 0 |
| Licenses and filing fees | 8,212 | 0 | 0 | 0 |
| Taxes | 5,168 | 0 | 0 | 0 |
| Depreciation | 440 | 0 | 0 | 0 |
| Interest | 818 | 3,018 | 0 | 1,006 |
| Other | 337 | 0 | 0 | 0 |
| TOTAL OPERATING EXPENSES | 148,672 | 6,868 | 404 | 1,958 |
| NET (LOSS) FROM OPERATIONS: | \$ (42,344) | \$ (13,127) | \$ (404) | \$ (1,958) |
| (LOSS) PER SHARE: | | | | |
| (Loss) per common share | \$ (0.02) | \$ (0.01) | \$ (0.00) | \$ (0.00) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING | 2,241,842 | 1,581,263 | 2,782,513 | 1,581,263 |

GLOBAL VENTURE FUNDING, INC.
(Formerly Venture Funding Corporation)

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Third Quarter Ended June 30, 1996 and 1995

(UNAUDITED)

| | For the Nine Months Ended June 30, | |
|--|---------------------------------------|-------------|
| | 1996 | 1995 |
| CASH FLOW FROM | | |
| OPERATING ACTIVITIES: | | |
| Net (loss) | \$ (42,344) | \$ (13,127) |
| Depreciation | 440 | 174 |
| (Loss) on equipment disposition | | |
| Adjustments to reconcile net (loss) to net cash (used) by operating activities: | | |
| (Increase) decrease in: | | |
| Inventory | (7,874) | 7,405 |
| Accounts receivable & notes receivable | (22,529) | 0 |
| Prepays, deposits, other assets & miscellaneous | (35,512) | 0 |
| Intangibles/other assets | 0 | (573,433) |
| Increase (decrease) in: | | |
| Accounts payable | 24,606 | 5,807 |
| Accrued expenses/interest payable | 7,572 | 0 |
| Total adjustments | (33,737) | (560,221) |
| Net cash provided (used) by operating activities | (75,641) | (573,174) |
| CASH FLOW FROM INVESTMENT ACTIVITIES: | | |
| Purchase/sale of property and equipment and other assets | (22,822) | 0 |
| Net cash (used) by investment activities | (22,822) | 0 |
| CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Net proceeds from current and long term debt | 160,000 | 0 |
| Proceeds from the sale of stock & adjustment to additional paid-in capital | 0 | 573,433 |
| Net change in minority interests and other assets | 0 | 0 |
| Net cash provided (used) by financing activities | 160,000 | 573,433 |

| | | |
|-----------------------------|-----------|--------|
| INCREASE (DECREASE) IN CASH | 61,537 | 259 |
| CASH AT BEGINNING OF YEAR | 367 | 159 |
| CASH AT END OF YEAR | \$ 61,904 | \$ 418 |

See accompanying notes to these financial statements.

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GLOBAL VENTURE FUNDING, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 1996

1. Basis of Presentation: The accompanying condensed financial statements are unaudited, however, in the opinion of management have been prepared in accordance with generally accepted accounting principles for interim financial information and based upon instructions to Form 10-QSB and Regulation SX. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. For further information, refer to the financial statements and notes included in the Company's Annual Report on Form 10-KSB/A for the year ended September 30, 1995.

2. Acquisition of AllCell Communications, Inc.: On May 7, 1996, the company entered into an Acquisition Agreement Stock for Stock exchange with AllCell Communications, Inc. (ACI). all the stock of ACI was exchanged for 5,500 shares of Series C Preferred Convertible stock. The Series C Preferred Shares are convertible at the rate of 100 shares of Common Stock for each share of Preferred.

3. Related Party Transaction: Roger K. Knight, President of the Company, has loaned the company \$160,000 since May 1996. Said loans are being used for financing ACI operations. The interest on these long-term notes will accrue at the rate of 10% per annum.

4. On May 29, 1996, the Company entered into an exclusive licensing agreement with Cellular 99, Inc. a Nevada corporation for the purpose of renting cellular phones within the State of Illinois. The Company expects to secure additional licenses for other states. The cellular phone would be supplied by Cellular 99 and it is estimated that they would rent for 99 cents per day. The Company is in the process of determining its capital requirements to launch this venture.

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GLOBAL VENTURE FUNDING, INC.

(Formerly Venture Funding Corporation)

CONSOLIDATING BALANCE SHEETS

As of June 30, 1996

UNAUDITED

ASSETS

| | GVF June 30, 1996 Unaudited | ALLCELL June 30, 1996 Unaudited | AJE'S June 30, 1996 Unaudited | CONSOL. June 30, 1996 Unaudited |
|---|--------------------------------------|--|--|--|
| CURRENT ASSETS | | | | |
| Cash | \$ 37,037 | \$ 24,867 | \$ 0 | \$ 61,904 |
| Accounts receivable | 0 | 22,679 | 0 | 22,679 |
| Inventory | 0 | 7,874 | 0 | 7,874 |
| Investment in subsidiary | 114,800 | 0 | (114,800) | 0 |
| Prepays & deposits | 150 | 34,446 | 0 | 34,596 |
| Other current assets | 0 | 916 | 0 | 916 |
| Total Current Assets | 151,987 | 90,782 | (114,800) | 127,969 |
| FIXED ASSETS | | | | |
| Fixed assets | 1,158 | 22,822 | 0 | 23,980 |
| Accumulated depreciation /amortization | 897 | 266 | 0 | 1,163 |
| Total Fixed Assets | 261 | 22,556 | 0 | 22,817 |
| OTHER ASSETS | | | | |
| Organization costs | 50,625 | 0 | 0 | 50,625 |
| Accumulated amortization | 50,625 | 0 | 0 | 50,625 |
| Net Organization Costs | 0 | 0 | 0 | 0 |
| Goodwill | 550 | 0 | 0 | 550 |
| Total Other Assets | 550 | 0 | 0 | 550 |
| TOTAL ASSETS | \$ 152,798 | \$113,338 | \$ (114,800) | \$ 151,336 |

GVF - Global Venture Funding, Inc.

ALLCELL - AllCell Communications, Inc.

AJE'S - Adjusting Journal Entries/Intercompany Eliminations

CONSOL. - Consolidated Financial Statement(s) after AJE'S

See accompanying notes to these financial statements.

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GLOBAL VENTURE FUNDING, INC.

(Formerly Venture Funding Corporation)

CONSOLIDATING BALANCE SHEETS (Continued)

As of June 30, 1996

UNAUDITED

LIABILITIES AND STOCKHOLDERS' EQUITY

| | GVF June 30, 1996 Unaudited | ALLCELL June 30, 1996 Unaudited | AJE'S June 30, 1996 Unaudited | CONSOL. June 30, 1996 Unaudited |
|---|--------------------------------------|--|--|--|
| CURRENT LIABILITIES | | | | |
| Accounts payable | \$ 51,490 | \$ 5,560 | \$ 0 | \$ 57,050 |
| Accrued expenses | 0 | 6,754 | 0 | 6,754 |
| Interest payable | 818 | 0 | 0 | 818 |
| Total Current Liabilities | 52,308 | 12,314 | 0 | 64,622 |
| LONG-TERM LIABILITIES | | | | |
| Notes payable | 160,000 | 0 | 0 | 160,000 |
| Total Long-Term Liabilities | 160,000 | 0 | 0 | 160,000 |
| Total Liabilities | 212,308 | 12,314 | 0 | 224,622 |
| STOCKHOLDERS' EQUITY | | | | |
| Common stock, shares authorized 150,000,000 par value \$.0001, 2,782,513 were issued and outstanding at par, respectively | 278 | 0 | 0 | 278 |
| Preferred stock, shares authorized 20,000,000: Series II, \$.10 par value, 500,000 shares authorized; 500,000 shares issued and outstanding; \$500,000 liquidation value | 50,000 | 0 | 0 | 50,000 |
| Series B, \$.10 par value, 500,000 shares authorized; 398,317 shares issued and outstanding; \$398,317 liquidation value | 39,817 | 0 | 0 | 39,817 |
| Series C, \$.10 par value, 50,000 shares authorized; 5,500 shares issued and outstanding; \$1,200,000 liquidation value | 550 | 0 | 0 | 550 |
| Series D, \$.10 par value, 50,000 shares authorized; 500 shares issued and outstanding; \$-0- liquidation value | 50 | 0 | 0 | 50 |
| Additional paid-in capital | 450,725 | 114,800 | 0 | 450,725 |
| Retained earnings | (600,930) | (13,776) | 0 | (614,706) |
| Total Stockholders' Equity | (73,286) | 101,024 | 0 | (73,286) |

TOTAL LIABILITIES & STOCKHOLDERS' EQUITY \$ 152,798 \$113,338 \$(114,800) \$151,336

GVF - Global Venture Funding, Inc.
 ALLCELL - AllCell Communications, Inc.
 AJE'S - Adjusting Journal Entries/Intercompany Eliminations
 CONSOL. - Consolidated Financial Statement(s) after AJE'S

See accompanying notes to these financial statements.

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GLOBAL VENTURE FUNDING, INC.
 (Formerly Venture Funding Corporation)

CONSOLIDATING STATEMENT OF OPERATIONS
 For the Nine Month Period June 30, 1996

UNAUDITED

| | GVF June 30, 1996 Unaudited | ALLCELL June 30, 1996 Unaudited | AJE'S June 30, 1996 Unaudited | CONSOL. June 30, 1996 Unaudited |
|----------------------------|--------------------------------------|--|--|--|
| REVENUE: | | | | |
| Sales | \$ 0 | \$ 142,643 | \$ 0 | \$ 142,643 |
| TOTAL REVENUE | 0 | 142,643 | 0 | 142,643 |
| COST OF GOODS SOLD: | 0 | 36,315 | 0 | 36,315 |
| GROSS PROFIT: | 0 | 106,328 | 0 | 106,328 |
| OPERATING EXPENSES: | | | | |
| Salaries and wages | 0 | 72,740 | 0 | 72,740 |
| Professional fees | 18,930 | 0 | 0 | 18,930 |
| General and administrative | 521 | 30,210 | 0 | 30,731 |
| Rents and leases | 0 | 11,297 | 0 | 11,297 |
| Licenses and filing fees | 8,125 | 87 | 0 | 8,212 |
| Taxes | 0 | 5,168 | 0 | 5,168 |
| Depreciation | 174 | 266 | 0 | 440 |
| Interest | 818 | 0 | 0 | 818 |
| Other | 0 | 337 | 0 | 337 |
| TOTAL OPERATING EXPENSES | 28,568 | 120,104 | 0 | 148,672 |
| NET (LOSS) FROM OPERATIONS | \$ (28,568) | \$ (13,776) | \$ 0 | \$ (42,344) |

GVF - Global Venture Funding, Inc.
 ALLCELL - AllCell Communications, Inc.
 AJE'S - Adjusting Journal Entries/Intercompany Eliminations
 CONSOL. - Consolidated Financial Statement(s) after AJE'S

See accompanying notes to these financial statements.

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GLOBAL VENTURE FUNDING, INC.

NOTES TO UNAUDITED CONSOLIDATING FINACIAL STATEMENTS

June 30, 1996

1. Basis of Presentation: The accompanying condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and based upon instructions to Form 10-QSB and Regulation SX. In the opinion of management, all adjustments considered necessary for a fair presentation have been included.

2. Acquisition of AllCell Communications, Inc.: On May 7, 1996, the company entered into an Acquisition Agreement Stock for Stock exchange with AllCell Communications, Inc. (ACI). all the stock of ACI was exchanged for 5,500 shares of Series C Preferred Convertible stock. The Series C Preferred Shares are convertible at the rate of 100 shares of Common Stock for each share of Preferred.

3. Related Party Transaction: Roger K. Knight, President of the Company, has loaned the company \$160,000 since May 1996. Said loans are being used for financing ACI operations. The interest on these long-term notes will accrue at the rate of 10% per annum.

4. On May 29, 1996, the Company entered into an exclusive licensing agreement with Cellular 99, Inc., a Nevada corporation for the purpose of renting cellular phones within the State of Illinois. The Company expects to secure additional licenses for other states. The cellular phone would be supplied by Cellular 99 and it is estimated that they would rent for 99 cents per day. The Company is in the process of determining its capital requirements to launch this venture.

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

The Company recorded net losses of \$404 and \$42,344 for the respective three and nine months periods ended June 30, 1996, as compared to net losses of \$1,958, and \$3,127, for the respective

three and nine months ended June 30, 1995. During the current three and nine month periods, the Company, through its wholly owned subsidiary ACI incurred significant start-up costs, in the form of inventory, equipment, personnel, advertising and other related overhead and operating costs, in connection with its new focus on the cellular telephone leasing and cellular airtime business.

Gross profit for the nine months ended June 30, 1996 increased by \$112,578 to \$106,328, the increase in sales revenues was attributable to the acquisition of ACI.

General and administrative expenses for the three months ended June 30, 1996 decreased by \$548 from June 30, 1995 to \$404, the decrease as attributable to the Company's suspended operations.

General and administrative expenses for the nine months ended June 30, 1996 increased by \$26,881 from June 30, 1995 to \$30,031 the increase was attributable to the start up costs of ACI.

Interest expense for the three and nine months ended June 30, 1996 was \$-0- and \$818 respectively, compared to \$1,006 and \$7,018, respectively for the comparable 1995 periods due to debt being converted to equity.

Liquidity and Capital Resources

Net working capital at June 30, 1996 was \$63,347 as compared to \$(278,965) of net working capital at June 30, 1995.

Operating activities used \$75,641 of cash during the nine months ended June 30, 1996, principally as a result of the Company's net loss, and increase in start up costs and expenses.

Investing activities used \$22,822 of cash during the nine months ended June 30, 1996, principally due to the Company's expenditures in connection with its acquisition of ACI, as more fully described in Notes to Financial Statements contained herein.

Financing activities provided \$160,000 of cash during the nine months ended June 30, 1996, attributable to loans made to the Global Venture Funding, Inc. by its President.

The Company has financed its growth and the growth of its subsidiary as more fully described in Notes to Financial Statements contained herein.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Changes In Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission Of Matter To A Vote Of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports On Form 8-K

The Company filed a Form 8-K Current Report, dated July 15, 1996, which stated that on May 7, 1996, the Company entered into a Stock for Stock Acquisition Agreement with AllCell Communications, Inc., (ACI) a Georgia corporation, located in Jonesboro, Georgia. ACI provides cellular telephones, pagers, and cellular telephone services including airtime, in the Atlanta, Georgia area. ACI sells pre-paid airtime to customers. The Report also stated that the Company entered into a ten year Exclusive License Agreement with Cellular 99, Inc., for the purpose of selling cellular telephones in the State of Illinois. The Report also stated that it changed accountants in April 1996 for the fiscal years ended September 30, 1994 and 1995.

The Company filed unaudited consolidated financial statements on the Form 8-K and intends to file an Amended Form 8-K concurrently with this filing to include information regarding a change in accountants effective April 1996 for the fiscal years ended September 30, 1994 and 1995.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GLOBAL VENTURE FUNDING, INC.

Date: August 22, 1996

BY: /s/ Roger K. Knight
President