URBAN TELEVISION NETWORK CORP
Form 10QSB
August 13, 2002

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 June 30, 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

WASTE CONVERSION SYSTEMS, INC.

Former Name, former address and former fiscal year if changed since last report

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

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Applicable on 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: 22,231,667

Transitional Small Business Disclosure Format
(Check One)
Yes   No X
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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 nine months ended June 30, 2002. The financial statements reflect all adjustments which 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 nine months ended June 30, 2002, follow.

PART I - FINANCIAL STATEMENTS

URBAN TELEVISION NETWORK CORPORATION
And subsidiaries

Consolidated Balance Sheet

	June 30, 2002 (Unaudited)	Septem 20 (Aud
ASSETS		
Current assets:		
Cash and cash equivalents	$ 20,000	$
Accounts receivable	15,000	
Total current assets	35,000	
Furniture, fixtures and equipment, net	5,555	
Other assets		
Note receivable,net of allowance for doubtful	500,000	
Network assets	600,000	
	1,100,000	
	$ 1,140,555	$

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current liabilities:		
Accounts payable	$ 2,150	$
Advances from shareholders	109,692	
Accrued interest payable	10,000	
Accrued payroll taxes	--	
Current portion of long term debt	250,000	
Total current liabilities	371,842	
Long-term debt payable	250,000	
Stockholders' equity (deficit):		
Preferred stock, $1 par value, 500,000 shares authorized, none issued	--	
Common stock, $0.01 par value, 50,000,000 shares authorized, 22,231,667 shares outstanding	222,316	
Additional paid-in capital	5,681,562	4,
Accumulated deficit	(5,385,165)	(5,
Total stockholders' equity (deficit)	518,713	(5
	$ 1,140,555	$

See notes to financial statements.

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Consolidated Statements of Operations
For the Nine Months Ended June 30, 2002 and 2001
(UNAUDITED)

	Three months ended June 30		Nine months ended	
	2002	2001	2002	
Revenues	$ 17,965	$ --	$ 17,965	$
Expenses:				
Satellite and uplink services	37,500	--	37,500	
Production expenses	8,100	--	8,100	
Technology expenses	23,795	--	23,795	
Administration	19,656	--	26,602	
Bad dept expense	277,000	--	277,000	

Depreciation	200	--	200	--
Total expenses	$ 366,251	$ --	$ 373,197	$
Income loss from operations	(348,286)	--	(355,232)	
Other income (expense)	--	--	--	
Interest expense (net)	10,000	9,713	10,000	
Loss before extraordinary item	(358,286)	(9,713)	(365,232)	
Extraordinary item - gain on extinguishments of debt	--	--	424,665	
Net income (loss)	$ (358,286)	$ (9,713)	$ 59,433	$
Earnings per share:				
Loss before extraordinary item	$ (0.021)	$ (0.002)	$ (0.038)	
Net income (loss)	$ (0.021)	$ (0.002)	$ 0.006	
Weighted average number of common shares outstanding	16,898,334	6,207,236	9,784,508	

See notes to financial statements.

URBAN TELEVISION EETWORK CORPORATION
and Subsidiaries

Consolidated Statements of Cash Flows
For the Nine Months Ended June 30, 2002 and 2001
(UNAUDITED)

	Three months ended June 30		Nine months en
	2002	2001	2002
Operating activities:			
Net income (loss)	$(358,286)	$ (9,713)	$ 59,433
Adjustments to reconcile net income (loss) to cash provided (used) by operating activities:			
Depreciation	200	--	200
Allowance for doubtful accounts	277,000	--	277,000
Net change in assets and liabilities:			
Accounts receivable	(15,000)	--	(15,000)
Accounts payable	(2,150)	--	(70,278)

Accrued interest payable	10,000	9,713	(218,261)
Accrued expenses	--	--	(2,355)
Advances from shareholder	109,691	--	109,691
Notes payable	--	--	(210,348)
Net cash provided (used) by operating activities	25,755	--	(59,918)
Investing Activities:			
Purchase of equipment	(5,755)	--	(5,755)
Financing activities:			
Contributed capital	--	--	85,673
Net increase in cash	20,000	--	20,000
Cash, beginning of period	--	--	--
Cash, end of period	$ 20,000	$ --	$ 20,000

Supplemental disclosure of cash flow information: Cash paid during the year for:

Interest	$ --	$ --	$ --
Income taxes	$ --	$ --	$ --
Non-cash transactions:			
Acquisition of network affiliate base	$ 600,000	$ --	$ 600,000
Acquisition of notes receivable	$ 777,000	$ --	$ 777,000
Extraordinary item - extinguishment of debt	$ --	$ --	$ 424,665
Cancellation of shares	$ --	$ --	2,700

See notes to financial statements.

6

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Notes to Financial Statements
June 30, 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. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations; nevertheless, the Company believes that the disclosures are adequate to make the information presented not misleading. 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, 2001, which was filed November 30, 2001. 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 June 30, 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 June 30, 2002.

2. Significant Accounting Policies

Organization and Business

Urban Television Network Corporation, formerly known as Waste Converstion 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 accounts of Urban Television Network Corporation and its subsidiaries. All material intercompany accounts and transactions are eliminated.

Intangible Assets

Network assets are amortized using the straight-line method over the lesser of their estimated economic useful lives or their legal term of existence.

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.

Advertising Costs

The Company expenses non-direct advertising costs as incurred. The Company did not incur any direct response advertising costs for the fiscal years ended September 30, 2001 and the nine months ended June 30, 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.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets of identifiable business activities for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such assets may not be recoverable. The determination of whether an impairment has occurred is based on management's estimate of undiscounted future cash flows attributable to the assets as compared to the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is determined by estimating the fair value for the assets and recording a provision for loss if the carrying value is greater than fair value.

The Company's June 30, 2002 financial statements include notes receivable of $777,000 which are considered impaired. A valuation reserve of $277,000 has been established at June 30, 2002. The Company's policy relating to impaired assets is to record interest income when received.

For assets identified to be disposed of in the future, the carrying value of these assets is compared to the estimated fair value less the cost to sell to determine if an impairment is required. Until the assets are disposed of, an estimate of the fair value is redetermined when related events or circumstances change.

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, 2001. 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.

2. Significant Accounting Policies (continued)

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.

3. Extraordinary Item

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 which 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 extraordinary gains were $8,880 ($0.00 per share) for fiscal 2001 and $1,562,122($0.25 per share)for fiscal 2000 and $424,665 ($0.043 per share) for the nine months ended June 30, 2002.

4. Related Party Transactions

Certain Relationships and Related Transactions

On May 7, 2002, the Company issued 16,000,000 common shares to Urban

Television Network Corporation, a Texas corporation, in exchange for assets with a net transaction value of $877,000. The consideration exchanged in Asset Purchase Agreement was negotiated between the Company and UTVN in a transaction with management. The management of the Company and UTNV are the same individuals. The transaction does not represent an arms-length transaction. The transaction was valued at $877,000 or $0.058 per share. This dollar amount represents the actual cash invested in the agreements by UTVN and the face value of the three assigned HTNV promissory notes. The three promissory notes are currently in payment default and the values should be considered impaired by virtue of default. No effect was given to the impaired value of the defaulted promissory notes when determining the purchase price consideration. A market value for our common shares is difficult to ascertain because of the limited and illiquid market for the company shares.

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Notes to Financial Statements, Continued
June 30, 2002
(UNAUDITED)

5. Notes Payable

Notes payable at June 30, 2002 consist of:

Note due February 2003 to Hispanic Television Network for affiliate base	$ 500,000

* During fiscal 1993 and 1994 the Company issued $880,000 in notes, 1,350,000 shares of common stock and warrants to purchase additional shares of common stock in exchange for $880,000. All the warrants expired prior to exercise. In fiscal 2000 the Company wrote off $728,000 of the notes due to expiration of the statue of limitations. The remaining $152,108 plus accrued interest was the subject of a judgment filed against the Company which was settled in December of 2001 for 213,712 shares of its common stock.

** A judgment was entered by the landlord against the Company in April 1995 in the amount of $214,897, including accrued interest. The Company settled this judgment in December 2001 for $1,000 plus 10,718 shares of its common stock.

6. Available Carryforwards

The Company has, for income tax purposes, approximately $4,654,000 in net operating loss carryforwards at June 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.

7. Capital Stock

In February 1993, the Company adopted a stock option plan containing both incentive stock options and nonqualified stock options. Under the plan, 1,520,000 shares are reserved for issuance. Effective April 2, 1993, 520,000 nonqualified options were granted to a stockholder (Nathaniel) expiring in ten years. The rights to these options were waived in December 2001.

In May 2002, the Company issued 16,000,000 shares to Urban Television Network Corporation for asset purchase of television base and other assets.

URBAN TELEVISION NETWORK CORPORATION
and Subsidiaries

Notes to Financial Statements, Continued
June 30, 2002
(UNAUDITED)

8. 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 Urban Television Network Corporation 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 June 30, 2002.

9. 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.

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

OPERATIONS: The Company had no revenues for the nine months ended June 30, 2001 and $17,965 for the nine months ended June 30, 2002. The year 2002 revenues are related to the Company's acquisition of the UATV television network 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 necessary to provide the necessary working capital. There is no assurance, however, that management and/or significant shareholders will be able to supply such working capital.

OPERATING RESULTS. The Company had no operations for the nine months ended June 30, 2001 except for an accrual of $29,139 in interest expense on notes payable. For the nine months ended June 30, 2002 the company had an operating loss of $75,392 primarily related to the beginning operations of the UATV network acquired in May of 2002. During the three months ended June 30, 2002, it had an operating loss of $65,746 which was primarily related to the beginning of operations of the UATV network acquired in May of 2002 compared to $9,713 in interest expense for the three months ended June 30, 2001. During the nine months ended June 30, 2002, the Company had $424,665 of income derived from $424,665 gain from extinguishment of liabilities. During the nine months ended June 30, 2001, the Company had a loss of $29,139 attributed to accrued interest on notes payable.

EARNINGS PER SHARE OF COMMON STOCK. The net income or loss per common share is based upon the weighted average of outstanding common stock. The net loss per share of common stock was less than $.01 for the three months ended June 30, 2002 and less than $.01 for the three months ended June, 2001. For the nine months ended June 30, 2002, the Company had net income per share of $.036 per share compared to a loss less than $.01 for the nine months ended June 30, 2001.

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.

During the nine months ended June 30, 2002, the Company settled lawsuits, judgments and liabilities totaling $428,609 for $29,500 and 224,420 shares of its common stock.

As of June 30, 2002, the Company's assets were $1,433,095, which exceeds liabilities by $811,253.

Financing activities for the nine months ended June 30, 2002 included contributed capital of $195,120 from management and/or significant shareholders. These funds were used to fund operations and settle judgments, lawsuits and pay accounts payable 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.

PART II-OTHER INFORMATION

Item 1. Legal Proceedings.

On December 23, 1996, a judgment was entered against the Company in F.G. Funding, Inc. v. Waste Conversion Systems, Inc. (Sup. Ct. N.Y. Queens County Index File No. 95-007520) in the amount of $152,000, plus post-judgment interest. On June 30, 2001, the Company entered into a settlement agreement with F.G. Funding, Inc. whereby in exchange for the judgment, plus post-judgment interest. On December 18, 2001, the Company issued and delivered 213,712 shares of its restricted common stock to F.G. Funding, Inc. The Company has requested a Sastifaction of Judgement, however, the Plaintiff, to date, has not delivered one.

During the first week of October 2001, the Company was served as a defendant in Jules Nordlicht v. Stan Abrams, individually; Waste Conversion Systems, Inc. in the District Court for the City and County of Denver. Mr. Nordlicht alleges: (1) that the Company breached a contract by failing market and resell certain equipment and by failing to keep said equipment insured; and, (2) that the Company was negligent or careless in causing some or all said equipment to be shipped to Ireland. Mr. Nordlicht has asserted that he is owed $62,500 and requests that he be awarded interest as provided by law, costs and any other relief that the Court deems just and proper. The Company denies that it in any way acted in breach of the alleged contract or that its actions were in any way negligent. In addition, the Company believes that the action is subject to certain valid defenses. During October 2001, the Company entered into an Assumption of Liability, Indemnification and Hold Harmless Agreement with Stan Abrams, the Company's former President, whereby Mr. Abrams has agreed, upon the receipt of $20,000, to: (1) assume and promptly pay, any and all liability with regard to this litigation, including any costs, expenses, attorney and expert fees, and travel costs; and (2) indemnify and hold the Company harmless from paying any and or all claims relating to this litigation. (See Exhibit 10.0 filed with the 10-QSB report for the period ending December 31, 2001)

Item 2. Changes in Securities and Use of Proceeds

Recent Sales of Unregistered Securities

During the third quarter of 2002, the Company offered and sold the following securities:

On May 7, 2002, the Company issued 16,000,000 common shares to Urban Television Network Corporation, a Texas corporation, in exchange for assets with a net transaction value of $877,000.

The shares issued above were issued in a private transaction pursuant to Section 4(2) of the Securities Act of 1933, as amended, (the "Securities Act"). These shares are considered restricted securities and may not be publicly resold unless registered for resale with appropriate governmental agencies or unless exempt from any applicable registration requirements.

Item 3. Defaults Upon Senior Securities.

None.

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

No matter was submitted to a vote of the security holders, through the solicitation of proxies or otherwise, during the second quarter of the fiscal year covered by this report.

Item 5. Other Information

None.

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

(a) Exhibits: None

(b) Reports on Form 8-K.

On May 8, 2002, the Company filed a Current Report detailing Item 2, titled, "Acquisition or Disposition of Assets", Item 5 titled, "Other Events and Regulation FD Disclosure" and Item 7, titled "Financial Statements and Exhibits".

On June 17, 2002, the Company filed a Current Report on Form 8-K detailing Item 5 titled, "Other Events and Regulation FD Disclosure" disclosing a corporate name change.

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: August 13, 2002

Urban Television Network Corporation

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